
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Haier Smart Home Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

This circular appears for information purposes only and is not intended to and does not constitute, or form part of, any offer to purchase or subscribe for or an invitation to purchase or subscribe for any securities of the Company or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable law. This circular is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

Haier

Haier Smart Home Co., Ltd.*

海爾智家股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 6690

**(1) POSSIBLE VOLUNTARY PUBLIC SHARE
BUY-BACK OFFER OF D SHARES;
(2) REVISED NOTICE OF THE
ANNUAL GENERAL MEETING OF 2025; AND
(3) REVISED NOTICE OF THE FIRST H SHARE
CLASS MEETING OF 2026**

Financial Adviser



**Independent Financial Adviser to the Independent Committee and
the Independent Shareholders**



SOMERLEY CAPITAL LIMITED

The Letter from the Board is set out on pages 7 to 22 of this circular.

The Company will convene the AGM and Class Meetings by way of on-site meeting at 2:00 p.m. on Wednesday, 24 June 2026 at Qian Yuan, Haier Science and Technology Innovation Ecological Park, Laoshan District, Qingdao, PRC. The revised notice of the AGM and the notice of H Share Class Meeting are set out on pages 62 to 70 of this circular.

Whether or not you intend to attend and/or vote at the AGM and H Share Class Meeting in person, you are requested to complete the form(s) of proxy in accordance with the instructions printed thereon and return the form(s) of proxy to Tricor Investor Services Limited, the H Shares Registrar of the Company (for the H Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the AGM and H Share Class Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and H Share Class Meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

3 June 2026

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	7
Letter from the Independent Committee	23
Letter from Somerley Capital Limited	25
Appendix — General Information	50
Revised Notice of the Annual General Meeting of 2025	62
Revised Notice of the First H Share Class Meeting of 2026	67

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

- “A Share(s)” the A Shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed and traded on the Shanghai Stock Exchange (stock code: 600690);
- “A Share ESOP” the A Share Core Employee Stock Ownership Plan (ESOP) (2021–2025) adopted by the Company;
- “A Share Option Schemes” the 2021 A Share Option Incentive Scheme and the 2022 A Share Option Incentive Scheme adopted by the Company in 2021 and 2022 respectively, pursuant to which the Company may grant share options to core management staff and core staff of the Group to incentivize to them to contribute to the success of the Group, details of which are set out in the paragraph headed “A-Share Option Scheme” in the section headed “Report of the Directors” in the 2025 annual report of the Company;
- “A Shareholder(s)” holder(s) of A Shares;
- “A Share Class Meeting” the first A Share Class Meeting of 2026 of the Company to be held by way of on-site meeting at Qian Yuan, Haier Science and Technology Innovation Ecological Park, Laoshan District, Qingdao, the PRC immediately after the AGM of the Company on Wednesday, 24 June 2026, at which, among other things, the approvals by the A Shareholders and those A Shareholders who are Independent Shareholders respectively will be sought for the Proposed D Share Buy-back Offer and the related matters as set out in the paragraph headed “Terms of the Proposed D Share Buy-back Offer — Pre-Conditions for the Making of the Proposed D Share Buy-back Offer” in the section headed “Letter from the Board” in this circular;
- “Acting in concert” has the meaning ascribed to it under the Hong Kong Takeovers Code, and a “concert party” shall be construed accordingly;
- “AGM” the annual general meeting of 2025 of the Company to be held by way of on-site meeting at Qian Yuan, Haier Science and Technology Innovation Ecological Park, Laoshan District, Qingdao, the PRC at 2:00 p.m. on Wednesday, 24 June 2026, at which, among other things, the approvals by the Shareholders and the Independent Shareholders respectively will be sought for the Proposed D Share Buy-back Offer and the related matters as set out in the paragraph headed “Terms of the Proposed D Share Buy-back Offer — Pre-Conditions for the Making of the Proposed D Share Buy-back Offer” in the section headed “Letter from the Board” in this circular;

DEFINITIONS

“Announcement”	the announcement of the Company dated 27 April 2026 in relation to the Proposed D Share Buy-back Offer;
“Award Shares”	existing A Shares and H Shares which are the subject of any of the Share Award Schemes;
“Board”	the board of Directors;
“Buy-back D Shares”	the D Shares actually acquired by the Company from those D Shareholders accepting the Proposed D Share Buy-back Offer up to a maximum of 81,044,512 D Shares;
“Buy-back Price”	the purchase price to be paid by the Company for the acquisition of the Buy-back D Shares, details of which are set out in the paragraph headed “Terms of the Proposed D Share Buy-back Offer — Buy-back Price” in the section headed “Letter from the Board” in this circular;
“China” or “PRC”	People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan, except where the context indicates or requires otherwise;
“Class Meetings”	the A Share Class Meeting, the D Share Class Meeting and the H Share Class Meeting;
“Company”	Haier Smart Home Co., Ltd.* (海爾智家股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose A Shares are listed on the Shanghai Stock Exchange (stock code: 600690), whose D Shares are listed on the China Europe International Exchange AG D Share Market and quoted on the Frankfurt Stock Exchange (stock code: 690D), and whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 6690);
“Company Concert Group”	refers to, collectively, (i) the Company, (ii) the Directors who hold Shares (comprising Messrs. LI Huagang, Kevin Nolan, GONG Wei, YU Hon To, David, LI Shaohua and SUN Danfeng as at the Latest Practicable Date), (iii) the Custodian and Trustee for the Award Shares held by them under the Share Award Schemes prior to their vesting unto the grantees thereof, and (iv) the Haier Concert Group, details of their holding in Shares are set out in the paragraph headed “Effect on the Shareholding Structure of the Company” in the section headed “Letter from the Board” in this circular, and “a member of the Company Concert Group” means any one of them;

DEFINITIONS

“Company’s Articles”	the articles of association of the Company as amended from time to time;
“Custodian and Trustee”	the persons holding the Award Shares pending the vesting of such Award Shares unto the grantees thereof under the Share Award Schemes, comprising the Company holding those unvested A Shares under the A Share ESOP, an independent asset management company (being a third party independent of the Company) holding those unvested H Shares under the H Share ESOP, and an independent trust agency (being a third party independent of the Company) holding those unvested H Shares under the H Share RSU Scheme;
“D Share(s)”	the D shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed and traded on the China Europe International Exchange AG D Share Market of the Frankfurt Stock Exchange (stock code: 690D);
“D Share Buy-back Offer Document”	the offer document to be issued to the D Shareholders if the Board finally determines to make the Proposed D Share Buy-back Offer;
“D Share Class Meeting”	the First D Share Class Meeting of 2026 of the Company to be held by way of on-site meeting at Qian Yuan, Haier Science and Technology Innovation Ecological Park, Laoshan District, Qingdao, the PRC immediately after the AGM of the Company on Wednesday, 24 June 2026, at which, among other things, the approvals by the D Shareholders and those D Shareholders who are Independent Shareholders respectively will be sought for the Proposed D Share Buy-back Offer and the related matters as set out in the paragraph headed “Terms of the Proposed D Share Buy-back Offer — Pre-Conditions for the Making of the Proposed D Share Buy-back Offer” in the section headed “Letter from the Board” in this circular;
“D Shareholder(s)”	holder(s) of D Shares of the Company;
“Director(s)”	the director(s) of the Company;
“EUR”	Euro, the lawful currency of the European Union;
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of its delegates;
“Frankfurt Last Trading Day”	28 May 2026, being the last trading day on which the D Shares were traded on the China Europe International Exchange AG D Share Market of the Frankfurt Stock Exchange prior to the Latest Practicable Date;

DEFINITIONS

“Golden Sunflower”	an exempted company incorporated with limited liability pursuant to the laws of the Cayman Islands, which is a third party independent of the Company;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the H shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange (stock code: 6690);
“H Share ESOP”	the H Share Core Employee Stock Ownership Plan (ESOP) (2021–2025) adopted by the Company, details of which are set out in the paragraph headed “Share Award Schemes” in the section headed “Report of the Directors” in the 2025 annual report of the Company;
“H Share RSU Scheme”	the H Share Restricted Share Unit Scheme adopted by the Company, details of which are set out in the paragraph headed “Share Award Schemes” in the section headed “Report of the Directors” in the 2025 annual report of the Company;
“H Share Class Meeting”	the First H Share Class Meeting of 2026 of the Company to be held by way of on-site meeting at Qian Yuan, Haier Science and Technology Innovation Ecological Park, Laoshan District, Qingdao, the PRC immediately after the AGM of the Company on Wednesday, 24 June 2026, at which, among other things, the approvals by the H Shareholders and those H Shareholders who are Independent Shareholders respectively will be sought for the Proposed D Share Buy-back Offer and the related matters as set out in the paragraph headed “Terms of the Proposed D Share Buy-back Offer — Pre-Conditions for the Making of the Proposed D Share Buy-back Offer” in the section headed “Letter from the Board” in this circular;
“H Shareholder(s)”	holder(s) of H Shares of the Company;
“Haier Concert Group”	refers to, collectively, Haier Group Corporation and parties acting in concert with it, and “a member of the Haier Concert Group” means any one of them;
“Haier Group”	Haier Group Corporation, a company incorporated under the laws of the PRC and a controlling Shareholder of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Hong Kong Share Buy-backs Code”	The Code on Share Buy-backs issued by the SFC;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Hong Kong Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC;
“Independent Committee”	the independent committee of the Board comprising all the non-executive Directors (namely Mr. GONG Wei, Mr. YU Hon To, David, Mr. CHIEN Da-Chun and Mr. LI Shaohua) and all the independent non-executive Directors (namely Mr. WONG Hak Kun, Mr. LI Shipeng, Mr. WU Qi and Mr. WANG Hua) established by the Board to advise the Independent Shareholders on the Proposed D Share Buy-back Offer;
“Independent Financial Adviser” or “Somerley”	Somerley Capital Limited, a corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser to advise the Independent Committee and the Independent Shareholders on the voting in respect of the Proposed D Share Buy-back Offer;
“Independent Shareholders”	Shareholders other than Shareholders who have a material interest in the Proposed D Share Buy-back Offer which is different from the interests of all other Shareholders;
“Latest Practicable Date”	29 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Longstop Date”	the last day of the 9-month period commencing immediately from the date of fulfilment of all the Pre-Conditions;
“Pre-Conditions”	the conditions precedent to be fulfilled before the Company can make the Proposed D Share Buy-back Offer, details of which are set out in the paragraph headed “Terms of the Proposed D Share Buy-back Offer — Pre-Conditions for the Making of the Proposed D Share Buy-back Offer” in the section headed “Letter from the Board” in this circular;

DEFINITIONS

“Previous Frankfurt Last Trading Day”	24 April 2026, being the last trading day on which the D Shares were traded on the China Europe International Exchange AG D Share Market of the Frankfurt Stock Exchange prior to the date of the Announcement;
“Proposed D Share Buy-back Offer”	the proposed voluntary public share buy-back offer which may be made by the Company to the D Shareholders, details of which are mentioned in the paragraph headed “Form of the Proposed D Share Buy-back Offer” in the section headed “Letter from the Board” in this circular;
“Relevant Period”	the period beginning 6 months prior to the date of the Announcement and ending on the Latest Practicable Date;
“Restricted Jurisdictions”	as defined in the paragraph headed “Form of the Proposed D Share Buy-Back Offer” in the section headed “Letter from the Board” in this circular;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	Securities and Futures Ordinance (CAP. 571 of the laws of Hong Kong);
“Share(s)”	the ordinary shares of the Company, including A Share(s), D Share(s) and H Share(s);
“Share Award Schemes”	the share award schemes adopted by the Company (comprising the A Share ESOP, the H Share ESOP and the H Share RSU Scheme), pursuant to which the Company may grant Share Awards to directors, supervisors, senior management and other staff of any member of the Group to incentivize them to contribute to the success of the Group, details of which are set out in the paragraph headed “Share Award Schemes” in the section headed “Report of the Directors” in the 2025 annual report of the Company;
“Shareholder(s)”	the shareholder(s) of the Company; and
“%”	per cent.

For the purposes of this circular, exchange rates of EUR1.00 = HK\$9.21 and RMB1.00 = HK\$1.15 have been used for currency translation, where applicable. Such exchange rates are for illustration purposes only and does not constitute any representations that any amount in EUR, RMB or HK\$ has been, could have been or may be converted at such rates.

** For identification purposes only*



Haier Smart Home Co., Ltd.*

海爾智家股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 6690

Executive Directors:

LI Huagang (*Chairman*)
Kevin Nolan

Non-executive Directors:

GONG Wei
YU Hon To, David
CHIEN Da-Chun
LI Shaohua

Independent Non-executive Directors:

WONG Hak Kun
LI Shipeng
WU Qi
WANG Hua

Employee Representative Director:

SUN Danfeng

Registered office and Headquarters:

Haier Science and Technology Innovation
Ecological Park (originally known
as Haier Information Industry Park)
Laoshan District
Qingdao, Shandong Province
PRC

Principal place of business in

Hong Kong:

Unit 1908, 19/F, Harbour Center
25 Harbour Road
Wanchai
Hong Kong

3 June 2026

To the Shareholders,

Dear Sir or Madam,

**(1) POSSIBLE VOLUNTARY PUBLIC SHARE
BUY-BACK OFFER OF D SHARES
(2) REVISED NOTICE OF THE
ANNUAL GENERAL MEETING OF 2025; AND
(3) REVISED NOTICE OF THE FIRST H SHARE
CLASS MEETING OF 2026**

INTRODUCTION

Reference is made to the Announcement. The purposes of this circular is to provide you with, among other things: (a) further information on the Proposed D Share Buy-back Offer; (b) the advice of the Independent Committee to the Independent Shareholders in

* *For identification purpose only*

LETTER FROM THE BOARD

respect of the Proposed D Share Buy-back Offer; (c) the advice of the Independent Financial Adviser to the Independent Shareholders on the voting in respect of the Proposed D Share Buy-back Offer, to enable you to make an informed decision for the voting of the resolutions to be proposed at the AGM and the Class Meetings for the approval of the Proposed D Share Buy-back Offer, including but not limited to the resolution no. 24 as set out in the revised notice of the Annual General Meeting of 2025 and the resolution no. 4 as set out in the revised notice of the First H Share Class Meeting of 2026.

The resolution no. 24 as set out in the revised notice of the Annual General Meeting of 2025 (namely “*To Consider and Approve the Resolution on the General Meeting to Grant a Specific Mandate to Repurchase Not More Than 30% of the Total Number of D Shares in Issue*”) forms part of the Pre-Conditions mentioned in sub-paragraphs (a) and (h) of the paragraph headed “Pre-Conditions for the Making of the Proposed D Share Buy-back Offer” in this letter. The resolution no. 4 as set out in the revised notice of the First H Share Class Meeting of 2026 (namely “*To Consider and Approve the Resolution on the General Meeting to Grant a Specific Mandate to Repurchase Not More Than 30% of the Total Number of D Shares in Issue*”) constitutes the Pre-Conditions mentioned in sub-paragraphs (c) and (f) of the paragraph headed “Pre-Conditions for the Making of the Proposed D Share Buy-back Offer” in this letter.

BACKGROUND

All the D Shares are listed and traded on the China Europe International Exchange AG D Share Market of the Frankfurt Stock Exchange.

Subject to the obtaining of all necessary legal and regulatory approvals and/or waivers in Hong Kong (including the Hong Kong Share Buy-backs Code) and the Federal Republic of Germany and the then market situation, the Board intends to make the Proposed D Share Buy-back Offer in the form of a partial offer for the acquisition of up to 81,044,512 D Shares representing 30% of the total issued D Shares.

Notwithstanding it being carried out in the form of a partial offer exclusively in accordance with the law of the Federal Republic of Germany, the Proposed D Share Buy-back Offer constitutes a share buy-back by general offer by the Company under Hong Kong regulations. The Proposed D Share Buy-back Offer will be carried out exclusively in accordance with the law of the Federal Republic of Germany, and will not be intended for persons resident or present in the Restricted Jurisdictions. It is required to comply with the requirements of Rule 3.4 of the Hong Kong Share Buy-backs Code and will be made subject to, among other things, approval of the H Shareholders in accordance with Rule 3 of the Hong Kong Share Buy-backs Code.

LETTER FROM THE BOARD

FORM OF THE PROPOSED D SHARE BUY-BACK OFFER

The Proposed D Share Buy-back Offer will be a voluntary public share buy-back offer in the form of a partial offer for the acquisition of up to 81,044,512 D Shares. The Proposed D Share Buy-back Offer will be carried out exclusively in accordance with the law of the Federal Republic of Germany, and will not be intended for or directed at “U.S. Persons” within the meaning of the US Securities Act 1933 (as amended) or for persons resident or present in Australia, Hong Kong, Japan, Canada, New Zealand, Switzerland, South Africa or the United States of America, and cannot be accepted by them. The Proposed D Share Buy-back Offer will also not be directed to D Shareholders in any other jurisdiction in which a release, publication or distribution of a Buy-Back Offer or any related information would be unlawful or would require the preparation of additional offer documents, registration or other measures that go beyond what is required under law of the Federal Republic of German (together with the jurisdictions listed above, the “**Restricted Jurisdictions**”). If made, the Proposed D Share Buy-back Offer will not be made, directly or indirectly, in or into any Restricted Jurisdictions.

TERMS OF THE PROPOSED D SHARE BUY-BACK OFFER

The principal terms and conditions of the Proposed D Share Buy-back Offer are as follows:

Parties

Seller: D Shareholders accepting the Proposed D Share Buy-back Offer

Purchaser: the Company

Buy-back D Shares

The Buy-back D Shares equal to the total number of all the D Shares agreed to be sold to the Company by those D Shareholders accepting the Proposed D Share Buy-back Offer up to a maximum of 81,044,512 D Shares (the “**Maximum Offer Size**”). If the Proposed D Share Buy-Back Offer is accepted for more than the Maximum Offer Size, each accepting D Shareholder will only be allocated a corresponding portion of the D Shares agreed to be sold by such accepting D Shareholder proportionally based on the ratio of the Maximum Offer Size to the total number of D Shares agreed to be sold by all the D Shareholders. The Buy-back D Shares will be cancelled after acquisition by the Company.

LETTER FROM THE BOARD

Buy-back Price

The Buy-back Price for each Buy-back D Share shall be a price to be specified by the Company in the D Share Buy-back Offer Document provided that the Buy-back Price may not exceed the closing price in Xetra trading on the Frankfurt Stock Exchange on the third (3rd) trading day prior to the date of the public announcement of the actual making of the Proposed D Share Buy-back Offer by more than 5% or fall short of it by more than 5% (excluding incidental acquisition costs) (the “**Buy-back Price Range**”) with reference to the rules of the Frankfurt Stock Exchange for buying back of shares. With reference to the highest and lowest closing prices of D Shares on the Frankfurt Stock Exchange during the six-month period immediately preceding the Previous Frankfurt Last Trading Day, the Company expects that for indicative purposes only, the Buy-back Price Range should be within the range of approximately EUR1.780 (approximately HK\$16.394) to EUR2.159 (approximately HK\$19.884) (the “**Indicative Price Range**”). In the event that there is any change in the Indicative Price Range or the final Buy-back Price is outside the Indicative Price Range as announced by the Company from time to time, the Company will make further announcement and/or comply with all necessary legal and regulatory requirements as and when necessary.

For illustrative purposes, if the Company were to announce the Proposed D Share Buy-Back Offer on the Frankfurt Last Trading Day, the Buy-back Price Range will be from approximately EUR1.763 (approximately HK\$16.239) to EUR1.949 (approximately HK\$17.948).

The final Buy-back Price will be determined by the Board taking into account the then market conditions, the market prices of the A Shares, the H Shares and the D Shares, and the financial position of the Company as at the time of the public announcement of the actual making of the Proposed D Share Buy-back Offer.

The Board has recommended the payment of a final dividend of RMB8.867 (tax inclusive) per 10 Shares for the year ended 31 December 2025 (the “**Proposed Final Dividend**”) subject to the approval by the Shareholders at the 2025 AGM. If so approved, the Proposed Final Dividend is expected to be paid on or about 21 August 2026. In determining the Buy-back Price, the Company will also take into account whether the Buy-back D Shares will be entitled to the Proposed Final Dividend and/or any other interim dividends which may from time to time be declared by the Board in respect of the D Shares.

The Company expects that it will finance the Proposed D Share Buy-back Offer by its internal resources. For illustration purpose only, based on the maximum price of the Indicative Price Range of EUR2.159 (approximately HK\$19.884) and the Maximum Offer Size of 81,044,512 D Shares, the maximum amount payable under the Proposed D Share Buy-back Offer is approximately EUR175.0 million (approximately HK\$1,611.5 million). The Board intends that there shall not be any material adverse impact on the working capital or on the gearing position of the

LETTER FROM THE BOARD

Company (as compared with the position disclosed in the consolidated audited accounts of the Group for its financial year ended 31 December 2025) in the event that the Proposed D Share Buy-Back Offer is being accepted in full.

Pre-Conditions for the Making of the Proposed D Share Buy-back Offer

Under Rules 3.1, 3.2 and 3.4 of the Hong Kong Share Buy-backs Code and the requirements of the Company's Articles, the making of the Proposed D Share Buy-back Offer will be subject to and conditional upon the fulfilment of the following Pre-Conditions:

- (a) the passing of the resolution by a majority (1/2) of the votes cast on a poll by the Independent Shareholders present in person or by proxy at the AGM;
- (b) the passing of the resolution by a majority (1/2) of the votes cast on a poll by the A Shareholders who are Independent Shareholders present in person or by proxy at the A Share Class Meeting;
- (c) the passing of the resolution by a majority (1/2) of the votes cast on a poll by the H Shareholders who are Independent Shareholders present in person or by proxy at the H Share Class Meeting;
- (d) the passing of the resolution by a majority (1/2) of the votes cast on a poll by the D Shareholders who are Independent Shareholders (i.e. those D Shareholders not eligible to participate in the Proposed D Shares Buy-back Offer) present in person or by proxy at the D Share Class Meeting;
- (e) the passing of the special resolution by more than two-thirds (2/3) of the voting rights represented by the A Shareholders present at the A Share Class Meeting for the approval of the Proposed D Share Buy-back Offer, the related reduction of registered capital and other related matters;
- (f) the passing of the special resolution by more than two-thirds (2/3) of the voting rights represented by the H Shareholders present at the H Share Class Meeting for the approval of the Proposed D Share Buy-back Offer, the related reduction of registered capital and other related matters;
- (g) the passing of the special resolution by more than two-thirds (2/3) of the voting rights represented by the D Shareholders present at the D Share Class Meeting for the approval of the Proposed D Share Buy-back Offer, the related reduction of registered capital and other related matters;
- (h) the passing of the special resolution by more than two-thirds (2/3) of the voting rights represented by the Shareholders present at the AGM for the approval of the Proposed D Share Buy-back Offer, the related reduction of registered capital and other related matters; and

LETTER FROM THE BOARD

- (i) the obtaining of all necessary legal and regulatory approvals and/or waivers for the Proposed D Share Buy-back Offer in Hong Kong and the Federal Republic of Germany.

The Pre-Conditions set out above cannot be waived by the Company. The Company will not make the Proposed D Share Buy-back Offer before all the Pre-Conditions have been fulfilled. If the Company is unable to complete the acquisition of the Buy-back D Shares under the Proposed D Share Buy-back Offer on or before the Longstop Date, the approvals of the Shareholders as mentioned above shall lapse, whereupon the Proposed D Share Buy-back Offer will not be made.

The D Share Buy-back Offer Document, if the Company proceeds with the Proposed D Share Buy-back Offer, will be addressed to the D Shareholders only (save for those D Shareholders resident or present in the Restricted Jurisdictions). Hence, the Company has made an application to the Executive for a waiver for the strict compliance with the content requirement under Rule 4 of the Hong Kong Share Buy-backs Code in respect of the D Share Buy-back Offer Document.

Other Conditions for the Completion of the Proposed D Share Buy-back Offer

At present, no regulatory approvals or clearances for the publication or settlement of the Proposed D Share Buy-back Offer are required under the laws of the Federal Republic of German. The Board may or may not impose a condition precedent for the completion of the Proposed D Share Buy-back Offer of achieving such minimum number of D Shares accepting the Proposed D Share Buy-back Offer as to be specified in the D Share Buy-back Offer Document (the “**Acceptance Condition**”), and the Company may or may not reserve the right to waive the Acceptance Condition. If the Acceptance Condition is not satisfied (or waived if applicable) by the end of the offer period specified in the D Share Buy-back Offer Document, the Proposed D Share Buy-back Offer will lapse, and no D Shares will be acquired thereunder.

Completion

The Board intends that after all the Pre-Conditions have been fulfilled, it will, subject to the then market conditions, market prices of the A Shares, the H Shares and the D Shares, and the financial position of the Company, make the Proposed D Share Buy-back Offer and publish the D Share Buy-back Offer Document provided that the D Share Buy-back Offer Document will not be for release, publication or distribution, directly or indirectly, in whole or in part, in or into any Restricted Jurisdictions.

The D Share Buy-back Offer Document shall set out the period within which a D Shareholder may accept the Proposed D Share Buy-back Offer (being a period of expectedly around four (4) weeks from the date of publication of the D Share Buy-back Offer Document), and the period (the “**Settlement Period**”) within which the acquisition of the D Shares under the Proposed D Share Buy-back Offer will be settled and completed (being a period of expectedly around ten (10) business days in Frankfurt am Main, Germany). The last day of the Settlement Period shall be on or before the Longstop Date.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE PROPOSED D SHARE BUY-BACK OFFER

The Directors believe that the flexibility offered by the Proposed D Share Buy-Back Offer would be beneficial to the Company and the Shareholders as a whole, in particularly the historical prices and liquidity of D Shares were lower than that of A Shares and H Shares. At any time in the future when the D Shares are trading at a discount to the prevailing market value of A Shares and H Shares, the ability of the Company to buy back the D Shares by way of the Proposed D Share Buy-Back Offer will provide a valuable exit opportunity for D Shareholders to realise their investment by accepting such offer and the said buy-backs will also be beneficial to the Shareholders who retain their shares in the Company as their proportionate interest in the Company would increase in proportion to the number of D Shares bought back by the Company and thereby resulting in an increase in earnings per Share. Considering the thin liquidity of D Shares, the Company will prioritise using the Proposed D Share Buy-Back Offer to buy back D Shares given it is a more efficient method to acquire D Shares in material amount as compared to on-market buy-backs by the general mandate obtaining in annual general meeting each year. The Company intends that until the completion or termination of the Proposed D Share Buy-Back Offer, the Company will not carry out any on-market buy-backs of D Shares. The Proposed D Share Buy-Back Offer will only be made when the Directors believe that the related buy-backs will benefit the Company and the Shareholders as a whole.

No Director has any material interest in the Proposed D Share Buy-back Offer other than (where applicable) being A or H Shareholders. Accordingly, no Directors were required to abstain from voting at the Board meeting approving the Proposed D Share Buy-back Offer and the transactions contemplated thereunder.

The Directors (excluding members of the Independent Committee, whose views will be given and set out in the “Letter from the Independent Committee” contained in this circular) consider that taking into account the reasons and benefits as set out above in this paragraph, it would be in the interest of the Company and the Shareholders as a whole to have the ability to make the Proposed D Share Buy-back Offer as and when appropriate.

LETTER FROM THE BOARD

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

After the completion of the Proposed D Share Buy-back Offer, the Buy-back D Shares will be cancelled. The percentage interest of all the Shareholders in the issued share capital of the Company will be proportionally increased following the cancellation of the Buy-back D Shares. Set out below for illustrative purposes is the shareholding structure of the Company as at the Frankfurt Last Trading Day and immediately after the completion of the Proposed D Share Buy-back Offer and the cancellation of the Buy-back D Shares assuming that (i) there is no other change in the shareholdings of the Company before completion of the Proposed D Share Buy-back Offer and the cancellation of the Buy-back D Shares; and (ii) the actual number of the Buy-back D Shares equals to its maximum number of 81,044,512 D Shares:

Name of Shareholders	Class of Shares	As at the Frankfurt Last Trading Day			Immediately after the completion of the Proposed D Share Buy-back Offer and the cancellation of the Buy-back D Shares	
		No. of Shares	Approx. % of the relevant class of the share capital of the Company ^(note 1)	Approx. % in the total share capital of the Company ^(note 1)	No. of Shares	Approx. % in the total share capital of the Company ^(note 1)
Company Concert Group:						
Mr. LI Huagang	A Share	1,156,699	0.019%	0.013%	1,156,699	0.013%
Mr. GONG Wei	A Share	2,124,906	0.035%	0.023%	2,124,906	0.023%
Mr. LI Shaohua	A Share	102,633	0.002%	0.001%	102,633	0.001%
Ms. SUN Danfeng	A Share	42,563	0.001%	0.000%	42,563	0.000%
Custodian and Trustee ^(note 2)	A Share	82,383,240	1.344%	0.890%	82,383,240	0.898%
Haier Group ^(notes 3,4,5,6 and 7)	A Share	1,072,610,764	17.500%	11.592%	1,072,610,764	11.695%
Haier COSMO Co., Ltd. (海爾卡奧斯股份有限公司) ^(note 3)	A Share	1,258,684,824	20.536%	13.603%	1,258,684,824	13.724%
Qingdao Haier Venture & Investment Information Co., Ltd. (青島海爾創業投資諮詢有限公司) ^(note 4)	A Share	172,252,560	2.810%	1.862%	172,252,560	1.878%
Qingdao Haichuangzhi Management Consulting Enterprise (Limited Partnership) (青島海創智管理諮詢企業(有限合夥)) ^(note 5)	A Share	133,791,058	2.183%	1.446%	133,791,058	1.459%
Sub-total of Company Concert Group:	A Share	2,723,149,247	44.430%	29.431%	2,723,149,247	29.691%
Public Shareholders	A Share	3,405,895,178	55.570%	36.809%	3,405,895,178	37.135%
A Shares Sub-total^(note 1):	A Share	6,129,044,425	100.000%	66.240%	6,129,044,425	66.825%

LETTER FROM THE BOARD

Name of Shareholders	Class of Shares	As at the Frankfurt Last Trading Day			Immediately after the completion of the Proposed D Share Buy-back Offer and the cancellation of the Buy-back D Shares	
		No. of Shares	Approx. % of the relevant class of the share capital of the Company ^(note 1)	Approx. % in the total share capital of the Company ^(note 1)	No. of Shares	Approx. % in the total share capital of the Company ^(note 1)
Company Concert Group:						
Mr. LI Huagang	H Share	1,049,745	0.037%	0.011%	1,049,745	0.011%
Mr. Kevin Nolan	H Share	675,807	0.024%	0.007%	675,807	0.007%
Mr. GONG Wei	H Share	142,600	0.005%	0.002%	142,600	0.002%
Mr. YU Hon To, David	H Share	810,000	0.028%	0.009%	810,000	0.009%
Mr. LI Shaohua	H Share	401,577	0.014%	0.004%	401,577	0.004%
Ms. SUN Danfeng	H Share	154,921	0.005%	0.002%	154,921	0.002%
Custodian and Trustee ^(note 2)	H Share	28,084,232	0.984%	0.304%	28,084,232	0.306%
HCH (HK) Investment Management Co., Limited ^(note 6)	H Share	538,560,000	18.873%	5.821%	538,560,000	5.872%
Sub-total of Company Concert Group:	H Share	<u>569,878,882</u>	<u>19.971%</u>	<u>6.159%</u>	<u>569,878,882</u>	<u>6.213%</u>
Public Shareholders	H Share	<u>2,283,708,384</u>	<u>80.029%</u>	<u>24.681%</u>	<u>2,283,708,384</u>	<u>24.899%</u>
H Shares Sub-total:	H Share	<u>2,853,587,266</u>	<u>100.000%</u>	<u>30.840%</u>	<u>2,853,587,266</u>	<u>31.113%</u>
Company Concert Group:						
Haier International Co., Ltd. ^(note 7)	D Share	57,142,857	21.152%	0.618%	57,142,857	0.623%
Sub-total of Company Concert Group:		<u>57,142,857</u>	<u>21.152%</u>	<u>0.618%</u>	<u>57,142,857</u>	<u>0.623%</u>
Silk Road Fund Co., Ltd. (絲路基金有限責任公司) ^(note 8)	D Share	54,007,663	19.992%	0.584%	54,007,663 ^(note 8)	0.589%
Public Shareholders		<u>158,997,855</u>	<u>58.856%</u>	<u>1.718%</u>	<u>77,953,343</u>	<u>0.850%</u>
D Shares Sub-total:	D Share	<u>270,148,375</u>	<u>100.000%</u>	<u>2.920%</u>	<u>189,103,863</u>	<u>2.062%</u>
All Shares Total:		<u>9,252,780,066</u>	<u>N.A.</u>	<u>100.000%</u>	<u>9,171,735,554</u>	<u>100.000%</u>

LETTER FROM THE BOARD

Notes:

- (1) As at the Frankfurt Last Trading Day, the Company held 123,983,986 A Shares as treasury shares, all the voting right attached to which shall not be exercisable until they cease to be treasury shares. For the purposes of the above table, the above figures are determined on the assumption that all the treasury shares had been cancelled.
- (2) The Company has granted Award Shares under the Share Award Schemes to officers and employees of the Group (including the Directors). All the Award Shares (save for those Award Shares already vested and transferred to the grantees thereof) were held by the Custodian and Trustee, comprising 82,383,240 A Shares and 28,084,232 H Shares as at the Latest Practicable Date. Under the Share Award Schemes, the Custodian and Trustee shall not exercise the voting rights in respect of any Award Shares held by it.
- (3) As at the Latest Practicable Date, Haier Group held 51.20% of the issued shares in Haier COSMO Co. Ltd. (海爾卡奧斯股份有限公司), and was also entitled to exercise the remaining 48.80% voting rights in Haier COSMO Co., Ltd. through an irrevocable voting rights entrustment arrangement. Hence, Haier COSMO Co. Ltd. (海爾卡奧斯股份有限公司) was deemed to be acting in concert with Haier Group under the Hong Kong Takeovers Code. According to the Articles of Association of Haier Group, the nature of Haier Group is an urban collectively-owned enterprise; according to a statement issued by Qingdao State-owned Assets Management Office and Qingdao Administration for Industry and Commerce in June 2002, the nature of Haier Group is a collectively-owned enterprise. In accordance with the Articles of Association of Haier Group and the Regulation of the People's Republic of China on Urban Collectively-Owned Enterprises (2016 Revision), Haier Group's property is collectively owned by the working masses. In light of its enterprise nature, Haier Group has no shareholders.
- (4) As at the Latest Practicable Date, Qingdao Haier Venture & Investment Information Co., Ltd. (青島海爾創業投資諮詢有限公司) was a wholly-owned subsidiary of Haier Group, and was thus deemed to be acting in concert with Haier Group under the Hong Kong Takeovers Code.
- (5) As at the Latest Practicable Date, Qingdao Haichuangzhi Management Consulting Enterprise (Limited Partnership) (青島海創智管理諮詢企業(有限合夥)) was a party acting in concert with Haier Group under the Hong Kong Takeovers Code.
- (6) As at the Latest Practicable Date, Haier Group controlled 100% voting rights in HCH (HK) Investment Management Co., Limited, which was thus deemed to be acting in concert with Haier Group under the Hong Kong Takeovers Code.
- (7) As at the Latest Practicable Date, Haier International Co., Ltd. was a wholly-owned subsidiary of Haier Group, which was thus deemed to be acting in concert with Haier Group under the Hong Kong Takeovers Code.
- (8) As at the Latest Practicable Date and insofar as the Company was aware, Silk Road Fund Co., Ltd. (絲路基金有限責任公司) was not a person acting in concert with the Company nor with Haier Group. For the purposes of this table, it is assumed that Silk Road Fund Co., Ltd. (絲路基金有限責任公司) has not accepted the Proposed D Share Buy-back Offer.
- (9) Certain percentage figures included in the above table have been subject to rounding adjustment so that figures shown as totals in the above tables may not be an arithmetic aggregation of the figures above or preceding them.

LETTER FROM THE BOARD

ARRANGEMENTS RELATING TO SHARES

As at the Latest Practicable Date, save as disclosed in the paragraphs headed “Effect on the Shareholding Structure of the Company” and “Undertakings from Haier Group” in this “Letter from the Board”, none of the Company Concert Group:

- (a) held, owned, controlled or directed any Shares, outstanding warrants, options, derivatives or securities convertible into Shares save for:
 - (i) the Award Shares granted to the Directors but not yet vested, and the outstanding share options granted to the Directors under any of the A Share Option Schemes but not yet exercised; and
 - (ii) 262,122 H Shares and 131,061 H Shares deemed to be interested by Mr. LI Huagang and Mr. GONG Wei respectively under Part XV of the SFO arising from their indirect investment in the structured notes issued by Golden Sunflower through the trusts and asset management scheme. None of Mr. LI Huagang and Mr. GONG Wei is the legal or beneficial owner of or control the voting rights vested with the underlying Shares attributable to the structured notes. Details of the above are disclosed in the paragraph headed of “Interests and Short Positions of Directors and CEO in Shares and Underlying Shares — Long positions in shares of the Company” in the section headed “Report of the Directors” of the 2025 annual report of the Company and the announcement of the Company dated 11 January 2022;
- (b) had secured any irrevocable commitment to vote in favour of or against the Proposed D Share Buy-back Offer at the AGM;
- (c) had any arrangement (whether by way of option, indemnity or otherwise) or contract under Note 8 to Rule 22 of the Hong Kong Takeovers Code in relation to the Shares which might be material to the Proposed D Share Buy-back Offer;
- (d) had any agreement or arrangement to which any member of the Company Concert Group was a party which relates to the circumstances in which it might or might not invoke or seek to invoke any pre-condition or condition to the Proposed D Share Buy-back Offer;
- (e) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Hong Kong Takeovers Code) in the Company; and
- (f) had acquired or disposed of any voting rights of the Company or had dealt for value in any shares, convertible securities, warrants, options or derivatives in respect of the securities in the Company in the Relevant Period save as disclosed below.

LETTER FROM THE BOARD

Undertakings from Haier Group

Haier Group has irrevocably undertaken to the Company that:

- (a) if the Proposed D Share Buy-back Offer is made, it shall not, and shall procure all other relevant members of the Haier Concert Group holding D Shares not to, accept the Proposed D Share Buy-back Offer; and
- (b) it shall exercise, and shall procure all other members of the Haier Concert Group to exercise, all the voting powers attached to Shares held by it to vote in favour of all the resolutions to be proposed at the AGM, the A Share Class Meeting, the H Share Class Meeting and the D Share Class Meeting for the approval of the Proposed D Share Buy-back Offer.

In view of the above undertaking, each member of Haier Concert Group does not have any material interests in the Proposed D Share Buy-back Offer which is different from the interests of all other Shareholders, and, thus, constitutes an Independent Shareholder and is not required to abstain from voting in respect of all the resolutions to be proposed at the above meetings for the approval of the Proposed D Share Buy-back Offer by the Independent Shareholders.

SHARES DEALINGS IN THE RELEVANT PERIOD

In the past years, the Company granted the Award Shares to the Directors at nil consideration under the Share Award Schemes. In the Relevant Period, the following Award Shares were vested and acquired by a Director:

Name of Director	Date	Number of Award Shares Vested	Consideration per Award Share Vested
Mr. Kevin Nolan	27 March 2026	360,261 H Shares	Nil

All the unvested Award Shares are held by the Custodian and Trustee. Under the Share Award Schemes, the Custodian and Trustee shall not exercise the voting rights in respect of any Award Shares held by it.

Save as disclosed above, the Company and parties acting in concert with it had not dealt in any Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company during the Relevant Period.

OTHER ARRANGEMENTS

As at the Latest Practicable Date:

- (a) there was no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Hong Kong Takeovers Code) between any Shareholders and any member of the Company Concert Group;

LETTER FROM THE BOARD

- (b) there was no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Hong Kong Takeovers Code) between (i) any Shareholder; and (ii) any member of the Company, its subsidiaries or associated companies; and
- (c) other than the Buy-back Price, no consideration, compensation or benefit in any form had been or would be paid by any member of the Company Concert Group to D Shareholders in connection with the Proposed D Share Buy-back Offer.

GENERAL INFORMATION ON THE COMPANY

The Company is a joint stock company incorporated in the PRC with limited liability, whose A Shares are listed on the Shanghai Stock Exchange, whose D Shares are listed on the Frankfurt Stock Exchange and whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange. The Company is the leading provider of home appliances and smart home solutions in the world. The Company's main businesses include the R&D, production and sales of smart home appliances such as refrigerators/freezers, washing machines, air conditioners, water heaters, kitchen appliances, small home appliances, and smart home scenario solutions. It creates whole scenario smart life experience with its rich product, brand and solution package to meet the needs of users for a better life.

IMPLICATIONS UNDER THE HONG KONG SHARE BUY-BACKS CODE

Notwithstanding it being carried out in the form of a partial offer exclusively in accordance with the law of the Federal Republic of Germany, the Proposed D Share Buy-back Offer constitutes a share buy-back by general offer by the Company under Hong Kong regulations. The Proposed D Share Buy-back Offer will be carried out exclusively in accordance with the law of the Federal Republic of Germany, and will not be intended for persons resident or present in the Restricted Jurisdictions. It is required to comply with the requirements of Rule 3.4 of the Hong Kong Share Buy-backs Code and will be made subject to, among other things, approval of the H Shareholders in accordance with Rule 3 of the Hong Kong Share Buy-backs Code. The Company will seek such approvals of the relevant Shareholders at the AGM, the A Share Class Meeting, the H Share Class Meeting and the D Share Class Meeting.

INDEPENDENT COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Company has established the Independent Committee comprising all the non-executive Directors (namely Mr. GONG Wei, Mr. YU Hon To, David, Mr. CHIEN Da-Chun and Mr. LI Shaohua) and all the independent non-executive Directors (namely Mr. WONG Hak Kun, Mr. LI Shipeng, Mr. WU Qi and Mr. WANG Hua), all of whom do not have any direct or indirect interest in the Proposed D Share Buy-back Offer other than (where applicable) being A or H Shareholders. Since the employee representative Director (namely Ms. SUN Danfeng) is also a member of the senior management of the Group, she is not a member of the Independent Committee. The advice of the Independent Committee to the Independent Shareholders on the Proposed D Share Buy-back Offer is set out in the section headed "Letter from the Independent Committee" in this circular.

LETTER FROM THE BOARD

Somerley Capital Limited has been appointed as the independent financial adviser with the approval of the Independent Committee to advise the Independent Committee and the Independent Shareholders in this regard and in particular as to whether the Proposed D Share Buy-back Offer is fair and reasonable or not, and as to voting. The advice of the Independent Financial Adviser is set out in the section headed “Letter from Somerley Capital Limited” in this circular.

THE AGM AND THE CLASS MEETINGS

The AGM, the A Share Class Meeting, the H Share Class Meeting and the D Share Class Meeting will be held to consider and approve the Proposed D Share Buy-back Offer. As required by the Hong Kong Share Buy-backs Code, if a Shareholder has a material interest in the Proposed D Share Buy-back Offer which is different from all other Shareholders, such Shareholder will be required to abstain from voting on those resolutions to be proposed at the said meetings to approve the Proposed D Share Buy-back Offer by the Independent Shareholders. The Haier Concert Group have undertaken to the Company that they shall not accept the Proposed D Share Buy-back Offer. Furthermore, the Proposed D Share Buy-back Offer will not be made, directly or indirectly, in or into any Restricted Jurisdictions. As a results, (i) all the D Shareholders (except those D Shareholders in the Restricted Jurisdictions and the Haier Concert Group), and (ii) holders of A Shares or H Shares which are holding D Shares and are not residing or present in the Restricted Jurisdictions (except the Haier Concert Group), will be required to abstain from voting on all those resolutions to be proposed at the said meetings to approve the Proposed D Share Buy-back Offer by the Independent Shareholders.

For the purposes of seeking the approvals of the Independent Shareholders and the Shareholders as required by the Pre-Conditions, a resolution would be put forward at the AGM and each of the Class Meetings for voting by both of the Independent Shareholders and the Shareholders, and the voting results of the Independent Shareholders and the Shareholders at such resolution will be counted separately and announced by the Company accordingly.

The Company will convene the AGM and Class Meetings by way of on-site meeting at 2:00 p.m. on Wednesday, 24 June 2026 at Qian Yuan, Haier Science and Technology Innovation Ecological Park, Laoshan District, Qingdao, PRC, to consider and approve, if thought fit, the proposed matters as set out in the relevant notices. The revised notice of the AGM and the revised notice of the First H Share Class Meeting are set out on pages 62 to 70 of this circular.

Whether or not you intend to attend and/or vote at the AGM and the H Share Class Meeting in person, you are requested to complete the form(s) of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and the H Share Class Meeting or any adjournment thereof should you so wish. The forms of proxy for the AGM and H Share Class Meeting are published on both the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (<http://smart-home.haier.com>).

LETTER FROM THE BOARD

VOTING BY POLL

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the meeting will demand a poll in relation to all the proposed resolutions at the AGM and the H Share Class Meeting.

According to Rule 17.05A of the Hong Kong Listing Rules, trustee(s) of any share schemes who directly or indirectly hold any unvested Shares of the Company shall abstain from voting on matters that require shareholders' approval under the Hong Kong Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

The voting results of the AGM and H Share Class Meeting will be published on both websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (<http://smart-home.haier.com>) in accordance with the Hong Kong Listing Rules.

CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM AND H SHARE CLASS MEETING

The Company's register of members will be closed from Tuesday, 16 June 2026 to Wednesday, 24 June 2026, both days inclusive, during which period no transfer of Shares will be effected. To be eligible for attending and voting at the AGM and H Share Class Meeting, all transfer documents together with the relevant Share certificates and other appropriate documents must be lodged with the H Shares Registrar, namely, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the H Shareholders) not later than 4:30 p.m., on Monday, 15 June 2026 for registration.

RECOMMENDATION

The Board (excluding all the Non-executive Directors, whose views will be given and set out in the "Letter from the Independent Committee" contained in this circular) considers that all resolutions to be proposed at the AGM and the H Share Class Meeting for the Proposed D Share Buy-back Offer are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote in favour of all the aforesaid resolutions to be proposed at the AGM and H Share Class Meeting.

OTHER INFORMATION

You are kindly requested to pay attention to the information as set out in the Appendix to this circular.

WARNING: The making and completion of the Proposed D Share Buy-back Offer is subject to (i) the fulfilment of the Pre-Conditions; (ii) the Board finally determines to make the Proposed D Share Buy-back Offer; and (iii) the fulfilment or waiver of any conditions precedents which may be attached to the Proposed D Share Buy-back Offer. Hence, the Proposed D Share Buy-back Offer may or may not be made, and, if made, may or may not be completed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and the other securities of the Company.

LETTER FROM THE BOARD

By Order of the Board
Haier Smart Home Co., Ltd.*
LI Huagang
Chairman

* *For identification purpose only*

LETTER FROM THE INDEPENDENT COMMITTEE

The following is the text of a letter from the Independent Committee to the Independent Shareholders in respect of the Proposed D Share Buy-back Offer for inclusion in this circular.

Haier

Haier Smart Home Co., Ltd.*

海爾智家股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 6690

3 June 2026

To the Independent Shareholders

Dear Sir or Madam,

POSSIBLE VOLUNTARY PUBLIC SHARE BUY-BACK OFFER OF D SHARES

We refer to the circular of the Company dated 3 June 2026 (the “**Circular**”) of which this letter forms part. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board as the Independent Committee to advise the Independent Shareholders as to whether, in our opinion, the Proposed D Share Buy-back Offer is fair and reasonable so far as the Independent Shareholders are concerned, and as to the voting in respect of the resolutions to be proposed at the 2025 AGM, the A Share Class Meeting, the H Share Class Meeting and the D Share Class Meeting (collectively the “**Meetings**”) to approve the Proposed D Share Buy-back Offer. Somerley has been appointed with our prior approval as the independent financial adviser to advise us and the Independent Shareholders in this regard. Details of the advice from Somerley, together with the principal factors and reasons they have taken into consideration in arriving in such advice, are contained in their letter set out in the section headed “Letter from Somerley Capital Limited” in the Circular. Your attention is also drawn to the section headed “Letter from the Board” in the Circular and the additional information set out in the Appendix to the Circular.

Having considered the terms of the Proposed D Share Buy-back Offer and the advice from Somerley, we are of the view that the terms of Proposed D Share Buy-back Offer are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at each of the Meetings to approve the Proposed D Share Buy-back Offer.

* *For identification purpose only*

LETTER FROM THE INDEPENDENT COMMITTEE

Yours faithfully,

For and on behalf of the Independent Committee

GONG Wei
*Non-executive
Director*

YU Hon To, David
*Non-executive
Director*

CHIEN Da-Chun
*Non-executive
Director*

LI Shaohua
*Non-executive
Director*

WONG Hak Kun
*Independent
Non-executive
Director*

LI Shipeng
*Independent
Non-executive
Director*

WU Qi
*Independent
Non-executive
Director*

WANG Hua
*Independent
Non-executive
Director*

LETTER FROM SOMERLEY CAPITAL LIMITED

The following is the text of the letter of advice from Somerley Capital Limited to the Independent Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in this circular.



SOMERLEY CAPITAL LIMITED

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

3 June 2026

*To: the Independent Committee and
the Independent Shareholders*

Dear Sirs,

POSSIBLE VOLUNTARY PUBLIC SHARE BUY-BACK OFFER OF D SHARES

INTRODUCTION

We refer to our appointment to advise the Independent Committee and the Independent Shareholders in relation to the Proposed D Share Buy-back Offer, details of which are contained in the circular of the Company to its Shareholders dated 3 June 2026 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

On 27 April 2026, the Board announced that subject to the obtaining of all necessary legal and regulatory approvals and/or waivers in Hong Kong (including the Hong Kong Share Buy-backs Code) and the Federal Republic of Germany and the then market situation, the Board intends to make the Proposed D Share Buy-back Offer for the acquisition of up to 81,044,512 D Shares, representing approximately 30% of the total issued D Shares. Based on the maximum price of the Indicative Price Range of EUR2.159 and the Maximum Offer Size of 81,044,512 D Shares, the maximum amount payable under the Proposed D Share Buy-back Offer is approximately EUR175.0 million, for which the Company will finance by its internal resources. After the completion of the Proposed D Share Buy-back Offer, the Buy-back D Shares will be cancelled.

Notwithstanding it being carried out in the form of a partial offer exclusively in accordance with the law of the Federal Republic of Germany, the Proposed D Share Buy-back Offer constitutes a share buy-back by general offer by the Company under Hong Kong regulations. The Proposed D Share Buy-back Offer will be carried out exclusively in accordance with the law of the Federal Republic of Germany, and will not be intended for persons resident or present in the Restricted Jurisdictions. It is required to comply with the requirements of Rule 3.4 of the Hong Kong Share Buy-backs Code and will be made subject

LETTER FROM SOMERLEY CAPITAL LIMITED

to, among other things, approval of the H Shareholders in accordance with Rule 3 of the Hong Kong Share Buy-backs Code. The Company will seek such approvals of the relevant Shareholders at the AGM, the A Share Class Meeting, the H Share Class Meeting and the D Share Class Meeting (together, the “**Shareholders’ Meetings**”).

The Independent Committee has been established, comprising all the non-executive Directors (namely Mr. GONG Wei, Mr. YU Hon To, David, Mr. CHIEN Da-Chun and Mr. LI Shaohua) and all the independent non-executive Directors (namely Mr. WONG Hak Kun, Mr. LI Shipeng, Mr. WU Qi and Mr. WANG Hua), all of whom do not have any direct or indirect interest in the Proposed D Share Buy-back Offer other than (where applicable) being A or H Shareholders. Since the employee representative Director (namely Ms. SUN Danfeng) is also a member of the senior management of the Group, she is not a member of the Independent Committee. The Independent Committee would advise the Independent Shareholders on the Proposed D Share Buy-back Offer. We, Somerley, have been appointed with the approval of the Independent Committee to advise the Independent Committee and the Independent Shareholders in this regard.

During the past two years, Somerley has acted as the independent financial adviser to the then independent board committee and independent shareholders of the Company in relation to certain connected transactions, details of which were set out in the circulars of the Company dated 7 May 2025, 27 November 2024 and 3 June 2026. The above engagements were/are limited to providing independent advisory services to the Company, for which Somerley received or will receive normal professional fees from the Company. Accordingly, we do not consider the above engagements give rise to any conflict of interest for us in acting as the Independent Financial Adviser in this case. As at the Latest Practicable Date, there were no relationships or interests between (a) Somerley and (b) the Company, Haier Group, their respective substantial shareholders, subsidiaries and associates, or any party acting, or presumed to be acting in concert with any of them that could reasonably be regarded as a hindrance to our independence as defined under Rule 13.84 of the Hong Kong Listing Rules and Appendix 2 to Practice Note 20 issued by the Executive to act as the Independent Financial Adviser. Apart from normal professional fees paid or payable to us in connection with this appointment, and except as disclosed above, no arrangement exists whereby we will receive any fees or benefits from the Company, Haier Group, their respective substantial shareholders, subsidiaries or associates, or any party acting, or presumed to be acting in concert with any of them.

In formulating our opinion and recommendation, we have relied on the information and facts supplied, and the opinions expressed, by the Directors and management of the Group, and have assumed that they are true, accurate and complete in all material aspects as at the date of the Circular, the Latest Practicable Date, or the Frankfurt Last Trading Day (as the case may be) and will remain so up to the time of the relevant Shareholders’ Meetings. We have reviewed published information of the Company, including its annual reports for the years ended 31 December 2024 and 2025, its first quarter report for the three months ended 31 March 2026, and relevant information as set out in the Circular. We have reviewed the share price performance and trading liquidity of the Shares since the past year. We have also sought and received confirmation from the Directors that all material relevant information has been supplied to us and that no material facts have been omitted from the

LETTER FROM SOMERLEY CAPITAL LIMITED

information supplied and opinions expressed to us. We have no reason to doubt the truth, accuracy or completeness of the information provided to us, or to believe that any material information has been omitted or withheld. We have relied on such information and consider that the information we have received is sufficient for us to reach an informed view. We have, however, not conducted any independent investigation into the business, affairs and financial position of the Company, Haier Group, their respective substantial shareholders, subsidiaries or associates, or any party acting or presumed to be acting in concert with any of them, nor have we carried out any independent verification of the information supplied. We have also assumed that all information and representations contained or referred to in the Circular will be true, accurate and complete up to the time of the relevant Shareholders' Meetings. Shareholders will be informed as soon as possible if we become aware of any material change to such information and representations under Note 1 to Rule 9.1 of the Takeovers Code.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation on the Proposed D Share Buy-back Offer, we have taken into account the principal factors and reasons set out below:

1. Information of the Group

The Group is principally engaged in research and development, production and sales of smart home appliances such as refrigerators/freezers, washing machines, air conditioners, water heaters, kitchen appliances, small home appliances, and smart home scenario solutions. Through organic development and acquisitions, the Company has become one of the leading providers of home appliances and smart home solutions in the world, with a global portfolio of home appliance brands including Haier, Casarte, Leader, GE Appliances, Candy, Fisher & Paykel and AQUA.

As set out in its 2025 annual report, the Group recorded revenue of approximately RMB286.0 billion and RMB302.3 billion in 2024 and 2025 respectively, while the profit attributable to owners of the Company amounted to approximately RMB18.7 billion and RMB19.6 billion in 2024 and 2025 respectively. As at 31 December 2025, the Group had total assets of approximately RMB295.8 billion, including cash and cash equivalents and time deposits of approximately RMB72.6 billion in aggregate, and the equity attributable to owners of the Company was approximately RMB118.7 billion.

The Company's A Shares (stock code: 600690) have been listed on the Shanghai Stock Exchange since 1993, its H Shares (stock code: 6690) have been listed on the Main Board of the Hong Kong Stock Exchange since 2020, and its D Shares (stock code: 690D) have been listed on the China Europe International Exchange AG D Share Market of the Frankfurt Stock Exchange since 2018. As at the Frankfurt Last Trading Day, the share capital of the Company totalling 9,252,780,066 (excluding treasury shares) comprise 6,129,044,425 A Shares, 2,853,587,266 H Shares and 270,148,375 D Shares, representing approximately 66.24%, 30.84% and 2.92% of the total share capital of the Company, respectively. According to the public filings, Haier Group and Silk Road Fund Co., Ltd. (絲路基金有限責任公司) ("Silk Road

LETTER FROM SOMERLEY CAPITAL LIMITED

Fund”) were the two largest shareholders of D Shares, holding 57,142,857 D Shares and 54,007,663 D Shares, representing approximately 21.2% and 20.0% of the total issued D Shares (excluding treasury shares), respectively, as at the Frankfurt Last Trading Day.

The Company had a market capitalisation of approximately HK\$205.0 billion, based on the respective closing prices of the A Shares, H Shares and D Shares sourced from Bloomberg as at the Frankfurt Last Trading Day, and the market capitalisation of the Company’s D Shares was approximately EUR498.2 million, based on the closing price of the D Shares sourced from Bloomberg as at the Frankfurt Last Trading Day.

2. Financial information of the Group

(i) Financial information

The table below sets out a summary of the consolidated statements of profit or loss of the Group for the three years ended 31 December 2023, 2024 and 2025, as extracted and summarised from its audited consolidated financial statements prepared in accordance with IFRS Accounting Standards.

Financial performance

	For the year ended 31 December		
	2025	2024	2023
	<i>RMB million</i>	<i>RMB million</i> <i>(restated)</i>	<i>RMB million</i> <i>(restated)</i>
Revenue	302,329	286,005	274,198
Cost of sales	(223,374)	(208,098)	(200,557)
Gross profit	78,955	77,907	73,641
<i>Gross profit margins</i>	26.1%	27.2%	26.9%
Other gains, net	5,206	3,905	3,691
Selling and distribution expenses	(33,878)	(33,609)	(32,727)
Administrative expenses	(25,545)	(24,591)	(23,804)
Finance costs	(2,587)	(2,705)	(2,165)
Share of profits and losses of associates	1,328	1,816	1,575
Profit before tax	23,479	22,723	20,211
Income tax expenses	(3,316)	(3,157)	(3,123)
Profit for the year	20,163	19,566	17,088
Profit for the year attributable to owners of the Company	19,553	18,731	16,597
Earnings per share for the year attributable to ordinary equity holders of the Company			
— Basic (<i>RMB per share</i>)	2.12	2.02	1.79
— Diluted (<i>RMB per share</i>)	2.10	2.02	1.78
Dividend (<i>RMB per 10 Shares</i>)			
— Interim	2.692	Nil	Nil
— Final	8.867	9.6504	8.0131

LETTER FROM SOMERLEY CAPITAL LIMITED

The Group's revenue is mainly derived from several reportable segments, namely (i) Household Food Storage and Cooking Solutions, representing the manufacture and sale of refrigerators/freezers, (ii) Air Solutions, representing the manufacture and sale of air conditioners, (iii) Household Laundry Management Solutions, representing the manufacture and sale of washing machines and dryers, and (iv) Other businesses, mainly involving water heaters and water purifiers, distribution services, parts and components, small home appliances and logistics services. Roughly half of the Group's revenue under the year under review is generated from the PRC market, and the remainder from overseas markets, including Europe, the U.S., Australia, New Zealand and Japan.

The Group's revenue exhibited steady growth between 2023 and 2025, increasing by approximately 4.3% to approximately RMB286.0 billion in 2024 and further by approximately 5.7% to approximately RMB302.3 billion in 2025. Such growth was mainly driven by the Group's capitalisation of the home appliance trade-in policy and its user co-creation product strategy in the PRC market, the Group's continued expansion into emerging markets, including South Asia, Southeast Asia, the Middle East and Africa, as well as the enhanced integration of acquired businesses in overseas markets.

Profit for the year attributable to owners of the Company increased by approximately 12.9% to approximately RMB18.7 billion in 2024 and further increased by approximately 4.4% to approximately RMB19.6 billion in 2025. The increases were mainly driven by the revenue growth, as well as the Group's ongoing optimisation of business processes and the enhancement of operational efficiency, and the digital transformation, as evidenced by the lower ratios of selling and distribution expenses and administrative expenses of the Group to its revenue in recent years.

The Company has progressively increased its dividend payout rate in recent years to enhance the return of its Shareholders. Dividends increased from RMB8.0131 per 10 Shares in 2023 to RMB9.6504 and RMB11.559 in 2024 and 2025 respectively. The total dividend of RMB11.559 in 2025 include a final dividend of RMB8.867 (tax inclusive) per 10 Shares (the "**Proposed 2025 Final Dividend**"), which is subject to the approval of the Shareholders at the AGM. The Proposed 2025 Final Dividend, if approved, is expected to be paid on or around 21 August 2026.

As stated in the letter from the Board, in determining the Buy-back Price, the Company will also take into account whether the Buy-back D Shares will be entitled to the Proposed 2025 Final Dividend and/or any other interim dividends which may from time to time be declared by the Board in respect of the D Shares.

LETTER FROM SOMERLEY CAPITAL LIMITED

It should be noted that according to its 2025 annual report, the Company's dividend policy shall be determined by the Board, based on the Company's business development and performance, and subject to, among others, the Company's capital needs for normal production and operations, planned investments and other significant capital outlays. In addition, it is stated that the proportion of dividend to consolidated profit attributable to owners of the Company to be distributed shall be gradually increased in the next three years, with a ratio of not less than 58% for 2026 and not less than 60% for 2027 and 2028. As confirmed with the management of the Company, the Proposed D Share Buy-back Offer has no impact on the Company's abovementioned dividend policy.

Financial position

The table below sets out a summary of the consolidated statements of financial position of the Group as at 31 December 2024 and 2025, as extracted and summarised from its audited consolidated financial statements prepared in accordance with IFRS Accounting Standards.

	As at 31 December	
	2025	2024
	<i>RMB million</i>	<i>RMB million</i> <i>(restated)</i>
Assets		
Property, plant and equipment	45,708	43,703
Goodwill and other intangible assets	38,082	38,142
Interests in associates	21,757	20,932
Inventories	46,847	43,189
Trade and bills receivables	33,548	38,675
Cash and cash equivalents	46,268	54,995
Other assets	63,585	51,100
Total assets	295,795	290,736
Liabilities		
Trade and bills payables	77,415	75,886
Other payables and accruals	28,289	32,265
Interest-bearing borrowings	36,382	33,793
Other liabilities	27,732	29,990
Total liabilities	169,818	171,934
Equity attributable to shareholders of the Company	118,698	111,779
Net asset value per Share (<i>Note</i>)	RMB12.75	RMB11.99

LETTER FROM SOMERLEY CAPITAL LIMITED

Note: Calculated based on equity attributable to shareholders of the Company divided by the number of the Shares outstanding (excluding treasury shares) as at the end of the relevant year

As at 31 December 2025, the Group held (i) cash and cash equivalents of approximately RMB46.3 billion and (ii) time deposits of approximately RMB26.4 billion (as recorded in “financial assets measured at amortised cost”). In addition, the Group had wealth management products of approximately RMB1.5 billion (as recorded in “other financial assets”).

As at 31 December 2025, the Group had interest-bearing borrowings of approximately RMB36.4 billion, most of which were unsecured banks loans and approximately RMB21.7 billion, or approximately 59.6%, were due within one year or on demand, carrying an effective interest rate of approximately 0.65% to 7.0%. The Group’s gearing ratio (defined as the sum of interest-bearing borrowings and lease liabilities divided by net assets of the Group) was approximately 33.8% as at 31 December 2025.

Based on the sum of cash and cash equivalents, time deposits and wealth management products, less interest-bearing borrowings, the Group would have a net cash position of approximately RMB37.8 billion as at 31 December 2025. On this basis, we consider that the Group maintains a healthy financial and liquidity position.

As at 31 December 2025, other assets of the Group primarily included (i) property, plant and equipment of approximately RMB45.7 billion, mainly relating to the Group’s production facilities, research and development centres, customer service centres for its major products, and its office premises, (ii) goodwill of approximately RMB27.3 billion, mainly representing the carrying amount of goodwill recognised in prior years arising from the acquisition of GE Appliances (completed in 2016), Candy S.p.A (completed in 2019) and Carrier’s commercial refrigeration (completed in 2024), (iii) other intangible assets of approximately RMB10.8 billion, mainly representing purchased patents and licences and the rights to use various registered trademarks, and (iv) working capital items, such as inventories and trade and bills receivables. On the same date, other liabilities of the Group primarily included working capital items, such as trade and bills payables and other payables and accruals.

2026 First Quarter Report

On 27 April 2026, the Group published its unaudited first quarter report for the three months ended 31 March 2026, prepared in accordance with the China Accounting Standards for Business Enterprises. In the first three months of 2026, the Group recorded operating revenue of approximately RMB73.7 billion. During the same period, profit attributable to owners of the Company was approximately RMB4.7 billion, representing a decrease of approximately 15.2% year-on-year. The Group’s performance in the first

three months of 2026 was adversely affected by, among others, extreme weather events in the North American market, a significant increase in tariff costs, and pressure experienced in the PRC market as a result of weakening government subsidy-driven demand.

(ii) Prospects

As stated in the Company's 2025 annual report, China's domestic home appliance industry has shifted from a period of rapid expansion to a competitive market, and the growth is mainly driven by replacement demand and product upgrades rather than first-time purchases. In addition, All View Cloud (AVC) (a big-data integrated solutions provider focused on the smart home sector, offering data research and big-data services to companies in the industry, and the shares of which are listed on the National Equities Exchange and Quotations, according to its website; as advised by the management of the Group, AVC is an independent firm not related to the Group or Haier Group) forecasts that the overall industry growth may face pressure in 2026 due to the high base effect from previous government trade-in and subsidy policies, but structural opportunities will remain, as the policy favours high-efficiency models and accelerates product mix upgrades. Steady demand from home renovations and upgrades will also create growth for companies offering comprehensive solutions. The overseas home appliance industry is expected to experience a moderate recovery in 2026, with different growth drivers for developed and emerging markets, subject to macroeconomic conditions, changes in trade policy, product innovation, localized operations, and flexible supply chain strategies. As advised by the management of the Group, the above statements regarding the industry's environment in 2026 are generally in line with the expectations of the Group's management.

Based on our independent research, we note that AVC published its latest research on 28 April 2026, stating that China's home appliance industry faces a challenging environment, including slower demand growth at home, rising raw material costs, and a complex external landscape. This sector is expected to face pressure in the first half of 2026, but full-year performance is still likely to remain broadly stable. According to a report titled "Home Appliances Outlook 2026: What consumers Want" published on 15 October 2025 by NIQ (also known as NielsenIQ, one of the leading consumer intelligence company according to its website), it is expected that sales value growth for small domestic appliances ("SDA", including kitchen appliances and vacuum cleaners) and major domestic appliances ("MDA", including refrigerators, freezers, washing machines and air conditioners) categories are expected to grow by approximately 3% to 6% and approximately 4% to 7% respectively in China in 2026, generally higher than the expected growth in sales value for SDA and MDA categories of approximately 1% to 7% and 0.4% to 5% respectively for other parts of the world. Having regard to the above, broadly speaking, the home appliance industry in both China and overseas markets is expected to have a stable and generally positive outlook in the foreseeable future.

3. Reasons and benefits of the Proposed D Share Buy-back Offer

The Company conducts on-market repurchases of its Shares from time to time, demonstrating a recognition of the Company's value and confidence in its future prospects. These repurchases are mostly made in the A Share and H Share markets. The D Shares, first listed in 2018 on the Frankfurt Stock Exchange, constitute a relatively small portion of the Company's share capital base and have a much lower level of trading liquidity compared to the A Shares and the H Shares, rendering it more difficult for the Company to conduct on-market repurchases of D Shares. While efforts were made in early 2026 to repurchase D Shares on-market, the average daily number of D Shares repurchased were considerably smaller than those repurchased in the A Share and H Share markets.

Against this background, the Proposed D Share Buy-back Offer was announced on 27 April 2026. As stated in the letter from the Board, the Directors believe that the flexibility offered by the Proposed D Share Buy-back Offer would be beneficial to the Company and the Shareholders as a whole, particularly as the historical prices and liquidity of D Shares were lower than those of A Shares and H Shares. We note from the disclosure in Appendix to the Circular that during the 12-month period immediately preceding the Latest Practicable Date, the Company bought back a total of 88,661,898 Shares, including 84,935,300 A Shares, 2,861,000 H Shares and 865,598 D Shares. The HK\$ equivalent average prices of the above repurchases were approximately HK\$26.3 per A Share, HK\$26.3 per H Share and HK\$19.0 per D Share. As further analysed on the Shares' trading performance on each of the three stock exchanges in the section below headed "5. Analysis on historical share price performance and trading volume", the D Shares have been trading at a discount to A Shares and H Shares, leading to the above lower average repurchase prices of the D Shares. Consequently, if above discount remains the same, the Proposed D Share Buy-back Offer, which will be conducted at a price close to the then market prices of D Shares, is expected to be made at a price lower than those of the market prices of A Shares and H Shares, thereby lowering the Company's per share cost of repurchases.

Given the above, the Proposed D Share Buy-back Offer, if proceeded with, will provide (i) an exit opportunity for D Shareholders to realise at least a portion of their investment without needing to sell in the D Share market with thin liquidity, (ii) an opportunity for the Company to buy back its Shares at a lower cost, benefiting the Shareholders who decide to retain their Shares by way of an accretion in earnings per Share.

As stated in the letter from the Board, considering the thin liquidity of D Shares, the Company will prioritise using the Proposed D Share Buy-Back Offer to buy back D Shares given it is a more efficient method to acquire D Shares in a material amount as compared to on-market repurchases. It is also disclosed that the Proposed D Share Buy-Back Offer will only be made when the Directors believe that the related buy-backs will benefit the Company and the Shareholders as a whole.

4. Principal terms of the Proposed D Share Buy-back Offer

Set out below is a summary of the principal terms of the Proposed D Share Buy-back Offer. For further details of the Proposed D Share Buy-back Offer, please refer to the letter from the Board.

Buy-back D Shares

The Buy-back D Shares will be equal to the total number of all the D Shares agreed to be sold to the Company by those D Shareholders accepting the Proposed D Share Buy-back Offer, up to a maximum of 81,044,512 D Shares, representing approximately 30% of the total issued D Shares (the “**Maximum Offer Size**”). If the number of D Shares tendered for acceptances exceeds the Maximum Offer Size, the number of shares to be bought back from each accepting D Shareholder will be reduced proportionally based on the ratio of the Maximum Offer Size to the number of D Shares tendered for acceptances.

The Buy-back D Shares will be cancelled after acquisition by the Company.

Buy-back Price

The Buy-back Price shall be specified by the Company in the D Share Buy-back Offer Document, provided that it may not (i) exceed the closing price in Xetra trading on the Frankfurt Stock Exchange on the third trading day prior to the date of the public announcement (the “**Pricing Announcement**”) of the actual making of the Proposed D Share Buy-back Offer by more than 5%, or (ii) fall short of it by more than 5% (excluding incidental acquisition costs) (the “**Buy-back Price Range**”), with reference to the rules of the Frankfurt Stock Exchange for buying back shares.

With reference to the highest and lowest closing prices of D Shares on the Frankfurt Stock Exchange during the six-month period immediately preceding the Previous Frankfurt Last Trading Day, the Company expects that for indicative purposes only, the Buy-back Price Range should be within the range of approximately EUR1.780 to EUR2.159 (the “**Indicative Price Range**”). In the event that there is any change in the Indicative Price Range or the final Buy-back Price is outside the Indicative Price Range as announced by the Company from time to time, the Company will make further announcement and/or comply with all necessary legal and regulatory requirements as and when necessary.

For illustrative purposes, if the Company were to announce the Proposed D Share Buy-Back Offer on the Frankfurt Last Trading Day, the Buy-back Price Range would be from approximately EUR1.763 to EUR1.949, with the high-end and low-end representing 5% above and 5% below the closing price of the D Shares on 22 May 2026.

LETTER FROM SOMERLEY CAPITAL LIMITED

The final Buy-back Price will be determined by the Board taking into account the then market conditions, the market prices of the A Shares, the H Shares and the D Shares, and the financial position of the Company as at the time of the Pricing Announcement of the Proposed D Share Buy-back Offer.

The Board has recommended the payment of the Proposed 2025 Final Dividend of RMB8.867 (tax inclusive) per 10 Shares for the year ended 31 December 2025, subject to the approval by the Shareholders at the AGM. If so approved, the Proposed 2025 Final Dividend is expected to be paid on or about 21 August 2026. In determining the Buy-back Price, the Company will also take into account whether the Buy-back D Shares will be entitled to the Proposed 2025 Final Dividend and/or any other interim dividends which may from time to time be declared by the Board in respect of the D Shares.

The Company expects that it will finance the Proposed D Share Buy-back Offer by its internal resources. For illustration purpose only, based on the high-end of the Indicative Price Range and the Maximum Offer Size, the maximum amount payable under the Proposed D Share Buy-back Offer is approximately EUR175.0 million. The Board intends that there shall not be any material adverse impact on the working capital or on the gearing position of the Company in the event that the Proposed D Share Buy-Back Offer is accepted in full.

Pre-Conditions for the Making of the Proposed D Share Buy-back Offer

The making of the Proposed D Share Buy-back Offer will be subject to the following Pre-Conditions:

- (a) the passing of the resolution by a majority (1/2) of the votes cast on a poll by the Independent Shareholders present in person or by proxy at the AGM;
- (b) the passing of the resolution by a majority (1/2) of the votes cast on a poll by the A Shareholders who are Independent Shareholders present in person or by proxy at the A Share Class Meeting;
- (c) the passing of the resolution by a majority (1/2) of the votes cast on a poll by the H Shareholders who are Independent Shareholders present in person or by proxy at the H Share Class Meeting;
- (d) the passing of the resolution by a majority (1/2) of the votes cast on a poll by the D Shareholders who are Independent Shareholders (i.e. those D Shareholders not eligible to participate in the Proposed D Share Buy-back Offer) present in person or by proxy at the D Share Class Meeting;

LETTER FROM SOMERLEY CAPITAL LIMITED

- (e) the passing of the special resolution by more than two-thirds (2/3) of the voting rights represented by the A Shareholders present at the A Share Class Meeting for the approval of the Proposed D Share Buy-back Offer, the related reduction of registered capital and other related matters;
- (f) the passing of the special resolution by more than two-thirds (2/3) of the voting rights represented by the H Shareholders present at the H Share Class Meeting for the approval of the Proposed D Share Buy-back Offer, the related reduction of registered capital and other related matters;
- (g) the passing of the special resolution by more than two-thirds (2/3) of the voting rights represented by the D Shareholders present at the D Share Class Meeting for the approval of the Proposed D Share Buy-back Offer, the related reduction of registered capital and other related matters;
- (h) the passing of the special resolution by more than two-thirds (2/3) of the voting rights represented by the Shareholders present at the AGM for the approval of the Proposed D Share Buy-back Offer, the related reduction of registered capital and other related matters; and
- (i) the obtaining of all necessary legal and regulatory approvals and/or waivers for the Proposed D Share Buy-back Offer in Hong Kong and the Federal Republic of Germany.

The Pre-Conditions set out above cannot be waived by the Company.

If the Company is unable to complete the acquisition of the Buy-back D Shares under the Proposed D Share Buy-back Offer on or before the Longstop Date, the approvals of the Shareholders as mentioned above shall lapse, whereupon the Proposed D Share Buy-back Offer will not be made.

Other Conditions for the Completion of the Proposed D Share Buy-back Offer

In addition to the Pre-Conditions, the Board may or may not impose a condition precedent for the completion of the Proposed D Share Buy-back Offer of achieving such minimum number of D Shares accepting the Proposed D Share Buy-back Offer as to be specified in the D Share Buy-back Offer Document (the “**Acceptance Condition**”), and the Company may or may not reserve the right to waive the Acceptance Condition.

Completion

The Board intends to make the Proposed D Share Buy-back Offer after all the Pre-Conditions have been fulfilled, subject to the then market conditions, market prices of the A Shares, the H Shares and the D Shares, and the financial

LETTER FROM SOMERLEY CAPITAL LIMITED

position of the Company. The D Share Buy-back Offer Document shall set out the period within which a D Shareholder may accept the Proposed D Share Buy-back Offer (being an expected period of around four weeks), and the period (the “**Settlement Period**”) within which the acquisition of the D Shares under the Proposed D Share Buy-back Offer will be settled and completed (being an expected period of around ten business days in Frankfurt am Main, Germany). The last day of the Settlement Period shall be on or before the Longstop Date.

Our comments

The Board intends that, after all the Pre-Conditions have been fulfilled and subject to the Board’s final decision, it will make the Proposed D Share Buy-back Offer, which involves the possible buy-back of up to 81,044,512 D Shares, representing approximately 30% of the total issued D Shares or 0.9% of the total issued Shares.

The Pre-Conditions mainly relate to the approval by the relevant Shareholders or Independent Shareholders at the relevant Shareholders’ Meetings. It is disclosed in the letter from the Board that Haier Group, which holds approximately 21% of the D Shares, has irrevocably undertaken (i) not to participate in the Proposed D Share Buy-back Offer, and (ii) to vote in favour of all the resolutions at the Shareholders’ Meetings for the approval of the Proposed D Share Buy-back Offer. Following the fulfilment of the Pre-Conditions, the Board will make a final decision whether to proceed with the Proposed D Share Buy-back Offer based on then market conditions, market prices of the A Shares, the H Shares and the D Shares, and the financial position of the Company, so there is no assurance that the buy-back offer will go ahead even if all the Pre-Conditions are fulfilled. The Company may also impose the additional Acceptance Condition, requiring a minimum level of acceptance. Any such Acceptance Condition will be set out in the D Share Buy-back Offer Document, which will be published if the Proposed D Share Buy-back Offer is made.

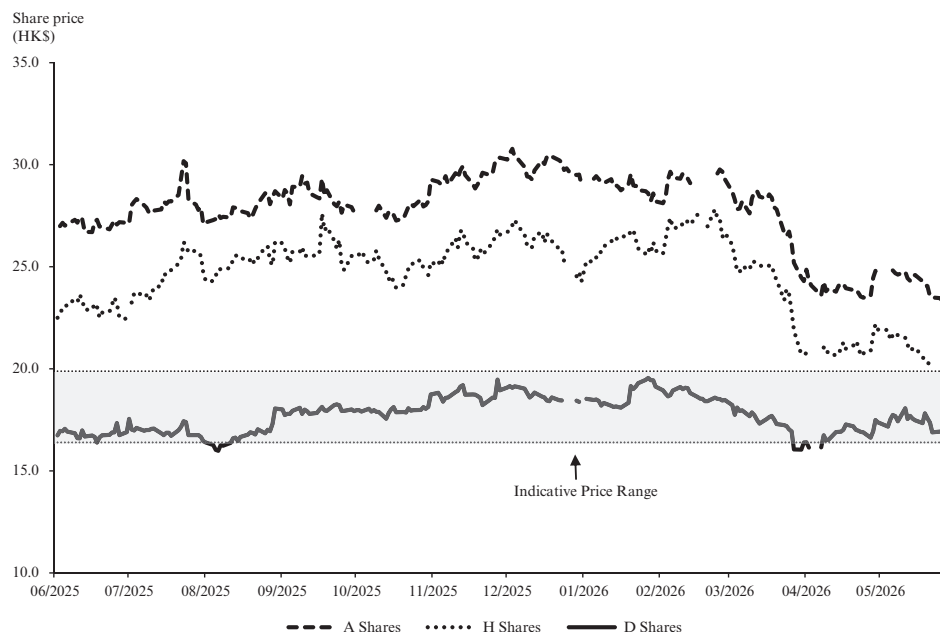
The Buy-back Price will be determined within a band of 5% over or below the closing price of the D Shares on the Frankfurt Stock Exchange on the third trading day prior to the date of the Pricing Announcement. While the Independent Shareholders will not know the actual Buy-back Price before the resolutions relating to the Proposed D Share Buy-back Offer are being considered at the Shareholders’ Meetings, the above pricing mechanism ensures that the Buy-back Price will be fixed at a level close to the then market prices of the D Shares, which we consider to be reasonable.

Upon completion of the Proposed D Share Buy-back Offer, the Buy-back D Shares will be cancelled. As the number of Shares outstanding will be reduced, other things being equal, the Company’s future earnings per Share should be slightly increased, creating a benefit to the Independent Shareholders who will not participate in the Proposed D Share Buy-back Offer.

5. Analysis on historical share price performance and trading volume

(i) Historical price performance of the Shares

Set out below is the movement of the closing prices of the A Shares, H Shares and D Shares during the period from 1 June 2025 to the Frankfurt Last Trading Day (the “**Review Period**”), a duration of approximately one year:



Source: Bloomberg

As shown in the table above, the share prices of D Shares have consistently traded at discounts to those of both A Shares and H Shares, averaging approximately 37.3% and 28.1% respectively during the Review Period. The prevailing trading discount of D Shares relative to the market prices of A Shares and H Shares enables the Company to conduct share buy-backs at a lower price level pursuant to the Proposed D Share Buy-back Offer. Specifically, the high-end of the Indicative Price Range is lower than the market prices of A Shares and H Shares throughout the Review Period.

LETTER FROM SOMERLEY CAPITAL LIMITED

(ii) Trading liquidity

Set out below are the monthly total trading volumes of the A Shares, H Shares and D Shares, and the percentages of the monthly total trading volumes of the A Shares, H Shares and D Shares compared to the public float of the A Shares, H Shares and D Shares respectively during the Review Period:

	Monthly total trading volumes of the Shares			Percentage of the monthly total trading volumes of the Shares to public floats of the Company		
	A Shares ('000)	H Shares ('000)	D Shares ('000)	A Shares (%) (Note 2)	H Shares (%) (Note 2)	D Shares (%) (Note 2)
2025						
June	618,502	377,147	1,276	17.4%	16.3%	0.6%
July	984,556	365,548	2,171	27.7%	15.8%	1.0%
August	977,035	304,501	1,684	27.5%	13.1%	0.8%
September	1,133,204	446,141	1,744	32.0%	19.3%	0.8%
October	786,691	276,458	2,742	22.2%	11.9%	1.3%
November	706,118	299,223	1,734	19.9%	12.9%	0.8%
December	692,083	288,726	1,107	19.5%	12.5%	0.5%
2026						
January	984,085	299,831	4,915	27.8%	13.0%	2.3%
February	557,179	214,306	3,152	15.7%	9.3%	1.5%
March	1,056,784	419,817	3,515	30.0%	18.2%	1.7%
April	1,170,424	404,658	2,508	33.4%	17.5%	1.2%
May (up to the Frankfurt Last Trading Day)	833,146	307,265	824	23.9%	13.3%	0.4%

Notes:

- (1) *Source: Bloomberg and the Company*
- (2) *The calculation is based on the monthly total trading volumes of the A Shares, H Shares and D Shares divided by the total number of A Shares, H Shares and D Shares held by the public respectively (as defined in Rule 8.24 of the Hong Kong Listing Rules) at the end of each month or the Frankfurt Last Trading Day (where applicable)*

As shown in the above table, the monthly total trading volumes of the D Shares have been much lower than those of the A Shares and H Shares. The monthly total trading volumes of the D Shares are equivalent to approximately 0.4% to 2.3% of the Shares constituting the public float of the D Shares during the Review Period, compared to approximately 15.7% to 33.4% for A Shares and approximately 9.3% to 19.3% for H Shares.

LETTER FROM SOMERLEY CAPITAL LIMITED

Overall, the D Shares have not been actively traded throughout the Review Period. If D Shareholders were to sell a significant number of D Shares within a short timeframe, some downward pressure on the market price may be expected. Consequently, the Proposed D Share Buy-back Offer represents an opportunity for the D Shareholders to sell, and for the Company to buy back, a significant number of D Shares at a price close to the market prices of the D Shares when the actual offer is made.

From the perspective of the Independent Shareholders who will not participate in the Proposed D Share Buy-back Offer, attention is drawn to the impact on the Company's financial information and shareholding structure, as further discussed in the sections below headed "8. Financial Impact" and "9. Effect on the shareholding structure of the Company".

6. Analysis of comparable companies

The Group is principally engaged in research and development, production and sales of smart home appliances, and the provision of smart home scenario solutions. In assessing the fairness and reasonableness of the Buy-back Price, we have conducted research on companies (i) listed on the Main Board of Hong Kong Stock Exchange or the Frankfurt the Stock Exchange; (ii) headquartered in the PRC and principally engaged in manufacturing and sale of white goods, over 50% of revenue derived from such business activities in the latest full financial year; and (iii) with a market capitalisation of at least HK\$10 billion as at the Latest Practicable Date ("**Comparable Companies**"). We have identified three Comparable Companies, and consider them to be an exhaustive list based on the selection criteria as set out above. For the purpose of our analysis, we have adopted the price-to-earnings ("**P/E**") ratio and price-to-book ("**P/B**") ratio, two commonly used valuation benchmarks.

As discussed in the section above headed "4. Principal terms of the Proposed D Share Buy-back Offer", the actual Buy-back Price will not be known on the date of the Shareholders' Meetings, but will be fixed at a price within 5% of premium over, or discount to, the market price of the D Shares closer to the date of the Pricing Announcement. In analysing the Buy-back Price, we have calculated the P/E ratios and P/B ratios as represented by the Buy-back Price based on the Indicative Price Range of

LETTER FROM SOMERLEY CAPITAL LIMITED

EUR1.780 to EUR2.159, which in turn is based on highest and lowest closing prices of D Shares during the six-month period before the Previous Frankfurt Last Trading Day. Details of the Comparable Companies are set out as below:

Company name (stock codes)	Market capitalisation (HK\$ million) (A) (Note 1)	TTM consolidated net profits (HK\$ million) (B) (Note 2)	Latest consolidated net asset value (HK\$ million) (C) (Note 3)	P/E ratio (times) (A/B)	P/B ratio (times) (A/C)
Midea Group Co., Ltd. (A Share stock code: 000333; H Share Stock code: 300)	691,600	50,827	267,154	13.6	2.6
Hisense Home Appliances Group Co., Ltd. (A Share stock code: 000921; H Share stock code: 921)	36,792	3,558	21,275	10.3	1.7
Aux Electric Co., Ltd. (Stock code: 2580)	16,962	2,570	11,452	6.6	1.5
			Mean	10.2	1.9
			Median	10.3	1.7
The Company as represented by the Indicative Price Range					
— High-end	183,982	21,526	143,966	8.5	1.3
— Low-end	151,690	21,526	143,966	7.0	1.1

Notes:

- (1) (A): in respect of the Comparable Companies, being the respective market capitalisations, based on the respective closing prices of their respective A shares, H shares and/or ordinary shares (excluding treasury shares, if any) (where applicable) sourced from Bloomberg times their respective A shares, H Shares and/or ordinary shares (excluding treasury shares, if any) as at the Latest Practicable Date; In respect of the Company, being the high-end, i.e. approximately HK\$19.884 per share, and low-end, i.e. approximately HK\$16.394 per share, of the Indicative Price Range times the 9,252,780,066 Shares (excluding treasury Shares) as at the Frankfurt Last Trading Day
- (2) (B): being the respective consolidated reported net profits attributable to the ordinary shareholders for the trailing-twelve-months (“TTM”), as extracted from the respective latest published full-year financial statements and quarterly financial statements (where available)
- (3) (C): being the respective consolidated reported net asset value attributable to the ordinary shareholders, as extracted from the respective latest published financial statements

P/E ratio

Based on the above table, the P/E ratios of the Company as represented by the Indicative Price Range are between approximately 7.0 times and 8.5 times. This range of P/E ratios is lower than both the mean and median P/E ratios of the Comparable Companies of approximately 10.2 times and 10.3 times respectively.

When assessed purely on a P/E basis, the Indicative Price Range represents a valuation level that falls within the peers' market valuation band, and is slightly closer to the low end of the band.

P/B ratio

The P/B ratios of the Comparable Companies range from approximately 1.5 times to 2.6 times, whereas the P/B ratios of the Company as represented by the Indicative Price Range are between approximately 1.1 times and 1.3 times, which are below those of its peers. On P/B basis alone, the Indicative Price Range represents a valuation level that is lower than of those as represented by the Comparable Companies.

Based on the above, the trading multiples as represented by the Indicative Price Range are considered favourable to the Independent Shareholders, allowing the Company to buy back the D Shares at a valuation (in terms of P/E ratio and P/B ratio) generally lower than the mean and median valuation of the Comparable Companies.

7. Analysis of Precedent Buy-back Offers

The Buy-back Price will be fixed at a price within 5% of premium over, or discount to, the market price of the D Shares closer to the date of the Pricing Announcement. We consider the setting of the Buy-back Price close to the then market price of D Shares to be fair and reasonable, bearing in mind that unlike on-market repurchases which are usually on smaller scale, the maximum size of Proposed D Share Buy-back Offer represents approximately 30% of the total issued D Shares and therefore there is a need to incentivise a large number of D Shareholders to accept the offer. Nevertheless, to compare the above range of the Buy-back Price to the levels of premium or discount offered in similar transactions in Hong Kong had the buy-back been offered for H Shares in the Hong Kong equity market, we have performed an analysis of buy-back precedent transactions made by way of a general offer, excluding buy-back transactions in connection with privatisation, announced by companies listed on the Hong Kong Stock Exchange from 1 January 2024 to the day immediately prior to the Latest Practicable Date (the "**Precedent Buy-back Offers**"). We have identified a total of six Precedent Buy-back Offers, which we consider to be an exhaustive list based on the above selection criteria. We consider that a review period covering over two years is appropriate as the Precedent Buy-back Offers are considered relevant for the purpose of assessing recent market practices in relation to share buy-back offers, and to obtain sufficient number of Precedent Buy-back Offers for our analysis. While the Precedent Buy-back Offers might have been conducted under different market conditions, and the factors and considerations for each transaction affecting the premium over or discounts to the buy-back prices may vary in each case and could be different, the Precedent Buy-back Offers could still provide a valid analysis of the

LETTER FROM SOMERLEY CAPITAL LIMITED

market trend of the transaction of same type. As such, we consider the Precedent Buy-back Offers to be relevant in assessing the Buy-back Price based on the Indicative Price Range. Set out below is a summary of the Precedent Buy-back Offers:

Date of announcement	Company name (stock code)	Offer size (Note 1) (HK\$ million)	Premium of offer price over the closing price/ the average closing price per share			
			on last full trading day (Note 2)	for the last full 5 trading days (Note 2)	for the last full 10 trading days (Note 2)	for the last full 30 trading days (Note 2)
23 March 2026	Tian An Medicare Limited (stock code: 383)	77	15.8%	15.8%	18.3%	18.3%
27 March 2025	Skyworth Group Limited (stock code: 751)	1,089	15.2%	15.8%	14.9%	16.0%
6 December 2024	China National Building Material Company Limited (stock code: 3323)	3,392	15.1%	16.7%	19.8%	19.5%
23 October 2024	China Boqi Environmental (Holding) Co., Ltd. (stock code: 2377)	181	16.5%	37.3%	52.7%	66.8%
19 July 2024	Zhihu Inc. (stock code: 2390)	427	7.2%	10.0%	9.6%	14.9%
22 May 2024	Hong Kong Technology Venture Company Limited (stock code: 1137)	215	20.8%	23.0%	23.1%	33.2%
		Maximum	20.8%	37.3%	52.7%	66.8%
		Minimum	7.2%	10.0%	9.6%	14.9%
		Mean	15.1%	19.8%	23.1%	28.1%
		Median	15.5%	16.3%	19.1%	18.9%

Source: Bloomberg and website of the Hong Kong Stock Exchange

Notes:

- (1) The relevant offer size is calculated based on the product of the number of the respective maximum number of ordinary shares to be bought-back and the respective offer price
- (2) The relevant premiums are calculated based on the respective closing price/average closing price per ordinary share up to and including the last full trading day of the shares prior to the publication of the Rule 3.5 announcement
- (3) Subject to rounding differences

LETTER FROM SOMERLEY CAPITAL LIMITED

As shown in the above table, premiums are usually offered by the subject companies in the Precedent Buy-back Offers, which has the effect of attracting higher levels of acceptances. In particular, the premiums of buy-back offer prices offered under the Precedent Buy-back Offers over the (average) closing share prices on the last full trading day and for the last full 5, 10 and 30 trading days range approximately from 7.2% to 66.8%, while corresponding mean and median levels of such premiums lie within a range of approximately 15.1% to 28.1%. According to the letter from the Board, the Buy-back Price may not exceed the closing price in Xetra trading on the Frankfurt Stock Exchange on the third trading day prior to the date of the Pricing Announcement by more than 5% or fall short of it by more than 5% (excluding incidental acquisition costs), which is below all the premiums offered under the Precedent Buy-back Offers.

While the lack of a sizeable premium over market prices may reduce the attractiveness of the Proposed D Share Buy-back Offer, the trading liquidity of D Shares has been low as analysed in the section above headed “5. Analysis on historical share price performance and trading volume”. On this basis, those D Shareholders wishing to sell a significant number of D Shares may still find the Proposed D Share Buy-back Offer to be a good exit opportunity.

If the Proposed D Share Buy-back Offer was to be conducted in Hong Kong equity market, the level of premium required would likely be higher, based on our analysis above. Bearing in mind that the D Shares have consistently traded at a discount to those of both A Shares and H Shares during the Review Period (as further analysed in the section above headed “5. Analysis on historical share price performance and trading volume”), the Proposed D Share Buy-back Offer would allow the Company to buy back its Shares at a relatively lower cost, benefiting the Independent Shareholders. In light of the above, we consider the pricing of the Proposed D Share Buy-back Offer to be fair and reasonable so far as the Independent Shareholders are concerned.

8. Financial impact

As discussed in the earlier section, the maximum amount payable under the Proposed D Share Buy-back Offer is approximately EUR175.0 million (equivalent to approximately RMB1.4 billion), representing less than 2% of the Group’s cash and cash equivalents and time deposits of approximately RMB72.6 billion in aggregate as at 31 December 2025, which we do not consider will have a significant financial impact on the Group, when compared to the Group’s profit, net assets, working capital and gearing position for the year ended, or as at, 31 December 2025. Set out below are the expected financial effects of the Proposed D Share Buy-Back Offer on the Group, based on our discussions with the management of the Group.

Earnings

The Group has been profitable in recent years. In 2025, the profit attributable to owners of the Company was approximately RMB19.6 billion and the basic earnings per Share was approximately RMB2.12. On a pro forma basis, assuming that the Proposed D Share Buy-back Offer had taken place on 1 January 2025 and the Maximum Offer Size of 81,044,512 D Shares had been repurchased, the total share capital of the Company would reduce immediately after the completion of the Proposed D Share Buy-back Offer and the cancellation of the Buy-back D Shares, other things being equal and without considering any forgone interests or opportunities, the basic earnings per Share would be enhanced slightly by approximately 0.9%.

Equity attributable to owners of the Company

At as 31 December 2025, the equity attributable to owners of the Company was approximately RMB118.7 billion, or approximately RMB12.75 per Share. On a pro forma basis, assuming that the Proposed D Share Buy-back Offer had taken place on 31 December 2025 and the Maximum Offer Size of 81,044,512 D Shares had been repurchased at the maximum price of the Indicative Price Range of EUR2.159, the equity attributable to owners of the Company would decrease, mainly due to the cash settlement for the Proposed D Share Buy-back Offer of up to approximately EUR175.0 million (equivalent to approximately RMB1.4 billion) and the reduction of share capital and reserves following the cancellation of the Buy-back D Shares. The resultant net asset value per Share would decrease slightly (by approximately 0.3%). Such decrease is mainly due to the Buy-back Price, based on the Indicative Price Range, being higher than the net asset value per Share as at 31 December 2025.

Gearing and working capital requirement

As at 31 December 2025, the Group's gearing ratio was approximately 33.8%, which is not expected to change materially as a result of the Proposed D Share Buy-back Offer. As discussed in earlier section, the Group maintains a healthy and financial liquidity position, with net cash position of approximately RMB37.8 billion as at 31 December 2025.

On the above basis, we concur with the view of the management of the Group that there will not be any material adverse impact on the working capital or on the gearing position of the Company in the event that the Proposed D Share Buy-Back Offer is being accepted in full.

9. Effect on the shareholding structure of the Company

The table below illustrates the shareholding structure of the Company (i) as at the Frankfurt Last Trading Day and (ii) immediately after the completion of the Proposed D Share Buy-back Offer and the cancellation of the Buy-back D Shares, assuming that (a) there is no other change in the shareholdings of the Company before completion of

LETTER FROM SOMERLEY CAPITAL LIMITED

the Proposed D Share Buy-back Offer and the cancellation of the Buy-back D Shares; and (b) the actual number of the Buy-back D Shares equals to its maximum offer size of 81,044,512 D Shares, as summarised from the letter from the Board:

Name of Shareholders	Class of Shares	As at the Frankfurt Last Trading Day			Immediately after the completion of the Proposed D Share Buy-back Offer and the cancellation of the Buy-back D Shares	
		Number of Shares	Approximate % of the relevant class of the share capital of the Company (Note 1)	Approximate % in the total share capital of the Company (Note 1)	Number of Shares	Approximate % in the total share capital of the Company (Note 1)
Company Concert Group:						
Directors	A Share	3,426,801	0.056%	0.037%	3,426,801	0.037%
Custodian and Trustee (Note 2)	A Share	82,383,240	1.344%	0.890%	82,383,240	0.898%
Haier Group and parties acting in concert with it	A Share	2,637,339,206	43.030%	28.503%	2,637,339,206	28.755%
Sub-total of Company Concert Group:	A Share	2,723,149,247	44.430%	29.431%	2,723,149,247	29.691%
Public Shareholders	A Share	3,405,895,178	55.570%	36.809%	3,405,895,178	37.135%
Total A Shares (Note 1):	A Share	6,129,044,425	100.000%	66.240%	6,129,044,425	66.825%
Company Concert Group:						
Directors	H Share	3,234,650	0.113%	0.035%	3,234,650	0.035%
Custodian and Trustee (Note 2)	H Share	28,084,232	0.984%	0.304%	28,084,232	0.306%
Haier Group and parties acting in concert with it	H Share	538,560,000	18.873%	5.821%	538,560,000	5.872%
Sub-total of Company Concert Group:	H Share	569,878,882	19.971%	6.159%	569,878,882	6.213%
Public Shareholders	H Share	2,283,708,384	80.029%	24.681%	2,283,708,384	24.899%
Total H Shares:	H Share	2,853,587,266	100.000%	30.840%	2,853,587,266	31.113%
Company Concert Group:						
Haier Group and parties acting in concert with it	D Share	57,142,857	21.152%	0.618%	57,142,857	0.623%
Sub-total of Company Concert Group:	D Share	57,142,857	21.152%	0.618%	57,142,857	0.623%
Silk Road Fund (Note 3)	D Share	54,007,663	19.992%	0.584%	54,007,663 (Note 3)	0.589%
Public Shareholders		158,997,855	58.856%	1.718%	77,953,343	0.850%
Total D Shares:	D Share	270,148,375	100.000%	2.920%	189,103,863	2.062%
All Shares Total:		9,252,780,066	N.A.	100.000%	9,171,735,554	100.000%

LETTER FROM SOMERLEY CAPITAL LIMITED

Notes:

- (1) *As at the Frankfurt Last Trading Day, the Company held 123,983,986 A Shares as treasury shares, all the voting right attached to which shall not be exercisable until they cease to be treasury shares. For the purposes of the above table, the above figures are determined on the assumption that all the treasury shares had been cancelled*
- (2) *The Company has granted Award Shares under the Share Award Schemes to officers and employees of the Group (including the Directors). All the Award Shares (save for those Award Shares already vested and transferred to the grantees thereof) were held by the Custodian and Trustee, comprising 82,383,240 A Shares and 28,084,232 H Shares as at the Frankfurt Last Trading Day. Under the Share Award Schemes, the Custodian and Trustee shall not exercise the voting rights in respect of any Award Shares held by it*
- (3) *As at the Frankfurt Last Trading Day and insofar as the Company is aware, Silk Road Fund is not a person acting in concert with the Company nor with Haier Group. For the purposes of this table, it is assumed that Silk Road Fund has not accepted the Proposed D Share Buy-back Offer*
- (4) *Subject to rounding differences*

After completion of the Proposed D Share Buy-back Offer, the Buy-back D Shares will be cancelled. The percentage interest of all the Shareholders in the issued share capital of the Company will be proportionally increased following the cancellation of the Buy-back D Shares. Based on the above table, the shareholding of A Shares, H Shares and D shares held by the Company Concert Group would slightly increase to approximately 29.7%, 6.2% and 0.6% respectively, of the total share capital of the Company, while the holdings of other public Shareholders would slightly change to approximately 37.1%, 24.9% and 0.9% respectively, immediately after the completion of the Proposed D Share Buy-back Offer and the cancellation of the Buy-back D Shares.

DISCUSSION

The Group is principally engaged in research and development, production and sales of smart home appliances and provision of smart home scenario solutions. Shares of the Company are currently listed on the Shanghai Stock Exchange (A Shares), the Hong Kong Stock Exchange (H Shares) and the Frankfurt Stock Exchange (D Shares). In the past few years, the Company has conducted on-market repurchases of its Shares, mostly in the A Share and H Share markets. While there were repurchases of the D Shares in early 2026, the number of D Shares repurchased were relatively small, due in our opinion to the relatively illiquid state of the D Share market. The Proposed D Share Buy-back Offer, if proceeded with, provides an opportunity for the D Shareholders to sell at least a portion of their D Shares, and for the Company to buy back a substantial quantity of D Shares, which have been trading consistently at a discount to A Shares and H Shares.

LETTER FROM SOMERLEY CAPITAL LIMITED

Pursuant to the Proposed D Share Buy-back Offer, the Company may buy back up to approximately 30% of the total issued D Shares, representing approximately 0.9% of the total issued Shares. Approvals of the relevant resolutions at the Shareholders' Meetings will be required as the Pre-Conditions. Haier Group, which holds approximately 21% of the D Shares, has irrevocably undertaken not to participate in the Proposed D Share Buy-back Offer, and to vote for the Proposed D Share Buy-back Offer at the Shareholders' Meetings. Following the fulfilment of the Pre-Conditions, and depending on the then market conditions, market prices of the Shares and the financial position of the Company, the Board would have the flexibility to decide whether or not to proceed with the Proposed D Share Buy-back Offer, and to impose the additional Acceptance Condition if it considers appropriate.

Although the Buy-back Price will only be determined after the Shareholders' Meetings, it will be restricted to within 5% over or below the market price of the D Shares prior to the date of the Pricing Announcement. A share buy-back at a price close to the market prices of D Shares is considered beneficial in principle when compared to (i) repurchases in the A Share and H Share markets, which have market prices higher than that in the D Share market, and (ii) the Precedent Buy-back Offers, which often offer premiums of at least 10% over market prices, therefore allowing the Company to buy back its Shares at a relatively lower cost, benefiting the Shareholders who decide to retain their Shares by way of an accretion in earnings per Share. The P/E ratios and P/B ratios as represented by the Indicative Price Range compare favourably to those of the Comparable Companies. Although the lack of a significant premium may inhibit acceptance to a certain extent, the lack of marketability of D Shares may still, in our opinion, create an attractive exit opportunity, particularly for the large holders of D Shares.

Based on the high-end of the Indicative Price Range and the Maximum Offer Size, the maximum amount payable under the Proposed Share Buy-back Offer is approximately EUR175.0 million, or approximately RMB1.4 billion, which is not expected to materially impact the Group's substantial cash position. Following the cancellation of the Buy-back D Shares, the Group's net asset value per Share may decrease slightly due to the Indicative Price Range being higher than the Group's latest net asset value per Share, while the Group's earnings per Share will be slightly enhanced due to the reduced number of Shares.

LETTER FROM SOMERLEY CAPITAL LIMITED

OPINION AND RECOMMENDATION

Based on the above principal factors and reasons, we consider that the terms of the Proposed D Share Buy-back Offer are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we advise the Independent Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the resolutions to be proposed at the Shareholders' Meetings to approve the Proposed D Share Buy-back Offer.

Yours faithfully,
for and on behalf of
SOMERLEY CAPITAL LIMITED
John Wong
Director

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

1. RESPONSIBILITY STATEMENT

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

2. INTERESTS OF DIRECTORS

- (1) As at the Latest Practicable Date, the Directors or chief executives of the Company had interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Directors or chief executives or their respective associates were deemed or taken to have under such provisions of the SFO), or which were required to be entered in the register required to be kept by the Company pursuant to section 352 of the SFO, or which were otherwise required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Hong Kong Listing Rules as follows:

Long positions in shares of the Company:

Names	Positions	Class of Shares held	Number of Shares held	Nature of interest	Approximate percentage* of shareholding interest in the relevant class of Shares	Approximate percentage* of shareholding interest in the total share capital of the Company
Mr. LI Huagang	Chairman of the Board, Executive Director and CEO	A Share	1,156,699	Beneficial owner	0.019%	0.013%
		H Share	1,049,745	Beneficial owner	0.037%	0.011%
Mr. Kevin Nolan	Executive Director, Vice President	H Share	675,807	Beneficial owner	0.024%	0.007%
Mr. GONG Wei	Vice Chairman of the Board, Non-executive Director	A Share	2,124,906	Beneficial owner	0.035%	0.023%
		H Share	142,600	Beneficial owner	0.005%	0.002%
Mr. YU Hon To, David	Non-executive Director	H Share	810,000	Beneficial owner	0.028%	0.009%
Mr. LI Shaohua	Non-executive Director	A Share	102,633	Beneficial owner	0.002%	0.001%
Ms. SUN Danfeng	Employee Representative Director	H Share	401,577	Beneficial owner	0.014%	0.004%
		A Share	42,563	Beneficial owner	0.001%	0.000%
		H Share	154,921	Beneficial owner	0.005%	0.002%

* The percentage is calculated on the basis that the share capital of the Company as at the Latest Practicable Date totalling 9,252,780,066 (without taking into account 123,983,986 A Shares held as treasury shares) comprise 6,129,044,425 A Shares (without taking into account 123,983,986 A Shares held as treasury shares), 270,148,375 D Shares (net of the 865,598 D Shares having been bought back by the Company to be cancelled in due course) and 2,853,587,266 H Shares, representing approximately 66.24%, 2.92% and 30.84% of the total share capital of the Company, respectively.

Apart from above, the following Directors and CEO are also the grantees of the A Share ESOP, H Share ESOP and H Share RSU Scheme of the Company:

Names	Positions	Class of Shares	Number of outstanding shares of ESOP/RSU Scheme (Year of granted)	Approximate percentage* of shareholding interest in the relevant class of Shares	Approximate percentage* of shareholding interest in the total share capital of the Company
Mr. LI Huagang	Chairman of the Board, Executive Director and CEO	A Share	240,331 (2024 ESOP)	0.004%	0.003%
			282,744 (2025 ESOP)	0.005%	0.003%
	H Share	242,478 (2024 ESOP)	0.008%	0.003%	
		325,827 (2025 ESOP)	0.011%	0.004%	
Mr. Kevin Nolan	Executive Director, Vice President	H Share	431,537 (vested ESOP)	0.015%	0.005%
			219,963 (2023 RSU Scheme)	0.008%	0.002%
			956,512 (2025 RSU Scheme)	0.034%	0.010%
Ms. GONG Wei	Vice Chairman of the Board, Non-executive Director	A Share	90,597 (2024 ESOP)	0.001%	0.001%
			98,233 (2025 ESOP)	0.002%	0.001%
	H Share	91,406 (2024 ESOP)	0.003%	0.001%	
		113,201 (2025 ESOP)	0.004%	0.001%	
Mr. LI Shaohua	Non-executive Director	A Share	233,921 (vested ESOP)	0.008%	0.003%
			47,470 (2024 ESOP)	0.001%	0.001%
			56,133 (2025 ESOP)	0.001%	0.001%
		H Share	47,893 (2024 ESOP)	0.002%	0.001%
			64,686 (2025 ESOP)	0.002%	0.001%
	31,422 (vested ESOP)	0.001%	0.000%		
Ms. SUN Danfeng	Employee Representative Director	A Share	74,336 (2024 ESOP)	0.001%	0.001%
			99,792 (2025 ESOP)	0.002%	0.001%

* The percentage is calculated on the basis that the share capital of the Company as at the Latest Practicable Date totalling 9,252,780,066 (without taking into account 123,983,986 A Shares held as treasury shares) comprise 6,129,044,425 A Shares (without taking into account 123,983,986 A Shares held as treasury shares), 270,148,375 D Shares (net of the 865,598 D Shares having been bought back by the Company to be cancelled in due course) and 2,853,587,266 H Shares, representing approximately 66.24%, 2.92% and 30.84% of the total share capital of the Company, respectively.

On 11 January 2022, the Company entered into a placing agreement with a placing agent for a placing of new H Shares of the Company under general mandate. A total of 41,413,600 H Shares have been placed to five placees, who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and/or its connected persons. The placing price is HK\$28.00 per H Share. The following directors of the Company have invested indirectly in the structured notes issued by Golden Sunflower, one of the placees, through the trusts and asset management schemes. The details of their capital contribution remaining as at 31 December 2025 are as follows:

Name	Positions	Amount contributed <i>(In HK\$ million)</i>	Relevant number of placing H shares	Approximate percentage* of shareholding interest in the relevant class of Shares	Approximate percentage* of shareholding interest in the total share capital of the Company
Mr. LI Huagang	Chairman of the Board, Executive Director and CEO	7.34	262,122	0.009%	0.003%
Mr. GONG Wei	Vice Chairman of the Board, Non-executive Director	3.67	131,061	0.005%	0.001%

* The percentage is calculated on the basis that the share capital of the Company as at the Latest Practicable Date totalling 9,252,780,066 (without taking into account 123,983,986 A Shares held as treasury shares) comprise 6,129,044,425 A Shares (without taking into account 123,983,986 A Shares held as treasury shares), 270,148,375 D Shares (net of the 865,598 D Shares having been bought back by the Company to be cancelled in due course) and 2,853,587,266 H Shares, representing approximately 66.24%, 2.92% and 30.84% of the total share capital of the Company, respectively.

- (2) As at the Latest Practicable Date, none of the Directors had any direct or indirect interests in any assets which have since 31 December 2025 (being the date on which the latest published audited consolidated accounts of the Company were prepared) been acquired or disposed of by or leased to by the Company or any of its subsidiaries, or are proposed to be acquired or disposed of by or leased to by the Company or any of its subsidiaries.
- (3) As at the Latest Practicable Date, except executive positions and related interests in the Haier Group, none of the Directors was materially interested in any contract or arrangement entered into by the Company or any of its subsidiaries, which was subsisting and was significant in relation to the business of the Group.
- (4) As at the Latest Practicable Date, none of the Directors were directors or employees of another company having an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. MARKET PRICES

The table below sets out the closing prices of the A Shares on the Shanghai Stock Exchange (i) at the end of each of the calendar months during the Relevant Period; (ii) on the Previous Frankfurt Last Trading Day; and (iii) on the Frankfurt Last Trading Date.

Date	Closing Price per A Shares	
	(RMB)	(approx. HK\$)
31 October 2025	26.810	30.832
28 November 2025	27.580	31.717
31 December 2025	26.540	30.521
31 January 2026	25.110	28.877
28 February 2026	25.700	29.555
31 March 2026	21.380	24.587
Previous Frankfurt Last Trading Date (i.e. 24 April 2026)	20.480	23.552
30 April 2026	21.530	24.760
Frankfurt Last Trading Date (i.e. 28 May 2026)	20.110	23.127

The table below sets out the closing prices of the H Shares on the Hong Kong Stock Exchange (i) at the end of each of the calendar months during the Relevant Period; (ii) on the Previous Frankfurt Last Trading Day; and (iii) on the Frankfurt Last Trading Date.

Date	Closing Price per H Shares (HK\$)
31 October 2025	25.240
28 November 2025	26.580
31 December 2025	24.760
30 January 2026	25.800
27 February 2026	26.680
31 March 2026	20.720
Previous Frankfurt Last Trading Date (i.e. 24 April 2026)	20.760
30 April 2026	21.920
Frankfurt Last Trading Date (i.e. 28 May 2026)	19.280

The table below sets out the closing prices of the D Shares in Xetra trading on the Frankfurt Stock Exchange (i) at the end of each of the calendar months during the Relevant Period; (ii) on the Previous Frankfurt Last Trading Day; and (iii) on the Frankfurt Last Trading Date.

Date	Closing Price per D Shares	
	(EUR)	(approx. HK\$)
31 October 2025	2.093	19.277
30 November 2025	2.098	19.323
31 December 2025	2.011	18.517
31 January 2026	2.063	19.000
28 February 2026	1.999	18.407
31 March 2026	1.811	16.683
Previous Frankfurt Last Trading Date (i.e. 24 April 2026)	1.840	16.943
30 April 2026	1.892	17.425
Frankfurt Last Trading Date (i.e. 28 May 2026)	1.844	16.985

During the Relevant Period:

- the highest and lowest closing prices of the A Shares as quoted on the Shanghai Stock Exchange were approximately RMB27.930 (approximately HK\$32.120) on 3 December 2025 and approximately RMB20.110 (approximately HK\$23.127) on 28 May 2026 respectively;
- the highest and lowest closing prices of the H Shares as quoted on the Hong Kong Stock Exchange were approximately HK\$27.820 on 23 February 2026 and approximately HK\$19.280 on 28 May 2026 respectively; and
- the highest and lowest closing prices of the D Shares in Xetra trading on the Frankfurt Stock Exchange were approximately EUR2.159 (approximately HK\$19.884) on 27 November 2025 and approximately EUR1.780 (approximately HK\$16.394) on 27 March 2026 respectively.

4. D SHARES AND H SHARES PUBLIC FLOAT

The Company intends to maintain its D Shares listing on the China Europe International Exchange AG D Share Market of the Frankfurt Stock Exchange. As advised by the legal advisers to the Company on the laws of the Federal Republic of Germany, there is no ongoing public float requirement for D Shares after their initial listing.

As at the Latest Practicable Date and insofar as the Company is aware, the Company fulfilled the public float requirement in respect of H Shares as required by Rule 13.32B of the Hong Kong Listing Rules. The Company does not expect that it will not fulfil the public float requirement in respect of H Shares as required by the said Rule 13.32B both before, and immediately after, the completion of the Proposed D Share Buy-back Offer.

5. SHARE CAPITAL

As at the Latest Practicable Date, the registered share capital of the Company amounts to RMB9,252,780,066 (without taking into account the 123,983,986 A Shares held as treasury shares) with a nominal value of RMB1.00 each divided into:

- (a) 6,129,044,425 A Shares (without taking into account the 123,983,986 A Shares held as treasury shares), representing approximately 66.240% of the said registered share capital;
- (b) 2,853,587,266 H Shares, representing approximately 30.840% of the said registered share capital; and
- (c) 270,148,375 D Shares (net of the 865,598 D Shares having been bought back by the Company to be cancelled in due course), representing approximately 2.920% of the said registered share capital.

There were no outstanding warrants, options or securities convertible into Shares save for:

- (i) the Award Shares granted to the Directors but not yet vested, and the outstanding share options granted to the Directors under any of the A Share Option Schemes but not yet exercised; and
- (ii) 262,122 H Shares and 131,061 H Shares deemed to be interested by Mr. LI Huagang and Mr. GONG Wei respectively under Part XV of the SFO arising from their indirect investment in the structured notes issued by Golden Sunflower through the trusts and asset management scheme. None of Mr. LI Huagang and Mr. GONG Wei is the legal or beneficial owner of or control the voting rights vested with the underlying Shares attributable to the structured notes. Details of the above are disclosed in the paragraph headed of “Interests and Short Positions of Directors and CEO in Shares and Underlying Shares — Long positions in shares of the Company” in the section headed “Report of the Directors” of the 2025 annual report of the Company and the announcement of the Company dated 11 January 2022.

All of the Shares in issue rank *pari passu* in all respects, including as to capital, dividends and voting (other than Shares of a class having no voting rights for class meetings for other classes of Shares).

6. SHARE ISSUANCE

Since 31 December 2025, the Company have not issued any Shares. The Company had not issued any D Shares during the 2-year period immediately prior to the date of the Announcement.

7. SHARE BUY-BACK

Within the 12-month period before the Latest Practicable Date, the Company bought back Shares as set out below:

Date of Buy-back	Class of Shares	No. of Shares	Highest Price per Share		Average Price per Share	
			(EUR)	(approx. HK\$)	(EUR)	(approx. HK\$)
13 February 2026	D	45,000	2.0405	18.7930	2.0385	18.7750
12 February 2026	D	45,000	2.0800	19.1568	2.0556	18.9322
11 February 2026	D	45,000	2.0600	18.9726	2.0573	18.9479
10 February 2026	D	45,000	2.0500	18.8805	2.0482	18.8643
9 February 2026	D	40,000	2.0635	19.0048	2.0514	18.8935
6 February 2026	D	40,000	2.0625	18.9956	2.0252	18.6519
5 February 2026	D	40,000	2.0305	18.7009	2.0298	18.6949
4 February 2026	D	50,000	2.0450	18.8345	2.0327	18.7212
3 February 2026	D	50,000	2.0615	18.9864	2.0547	18.9235
2 February 2026	D	43,598	2.0400	18.7884	2.0338	18.7314
30 January 2026	D	59,000	2.0840	19.1936	2.0767	19.1268
29 January 2026	D	57,000	2.0900	19.2489	2.0882	19.2322
28 January 2026	D	56,000	2.0950	19.2950	2.0904	19.2522
27 January 2026	D	54,000	2.0935	19.2811	2.0905	19.2533
26 January 2026	D	50,000	2.1000	19.3410	2.0981	19.3236
23 January 2026	D	53,000	2.1015	19.3548	2.0950	19.2949
22 January 2026	D	49,000	2.1090	19.4239	2.0982	19.3241
21 January 2026	D	44,000	2.1025	19.3640	2.0929	19.2759

Date of Buy-back	Class of Shares	No. of Shares	Highest Price per Share		Average Price per Share	
			(RMB)	(approx. HK\$)	(RMB)	(approx. HK\$)
28 May 2026	A	1,850,000	20.1700	23.1955	20.1052	23.1210
27 May 2026	A	1,544,600	20.0800	23.0920	20.0366	23.0421
26 May 2026	A	1,170,000	20.2300	23.2645	20.1957	23.2250
25 May 2026	A	1,640,000	20.4300	23.4945	20.3474	23.3995
22 May 2026	A	1,860,000	20.5000	23.5750	20.4179	23.4806
21 May 2026	A	1,500,000	20.7800	23.8970	20.6880	23.7911
20 May 2026	A	900,000	21.0000	24.1500	20.9482	24.0904
19 May 2026	A	1,000,000	20.9500	24.0925	20.9500	24.0925
18 May 2026	A	600,000	21.0000	24.1500	20.9500	24.0925
15 May 2026	A	1,220,000	21.7000	24.9550	21.5747	24.8109
14 May 2026	A	1,000,000	21.4100	24.6215	21.3809	24.5880
13 May 2026	A	1,596,600	21.1000	24.2650	21.0132	24.1652
12 May 2026	A	2,100,000	21.5000	24.7250	21.3452	24.5470

Date of Buy-back	Class of Shares	No. of Shares	Highest Price per Share		Average Price per Share	
			(RMB)	(approx. HK\$)	(RMB)	(approx. HK\$)
11 May 2026	A	910,000	21.6700	24.9205	21.4969	24.7215
30 April 2026	A	2,400,000	21.7000	24.9550	21.6133	24.8553
28 April 2026	A	1,455,400	21.3600	24.5640	21.2179	24.4005
21 April 2026	A	1,130,000	20.8600	23.9890	20.7892	23.9076
17 April 2026	A	1,290,000	20.8600	23.9890	20.8267	23.9507
10 April 2026	A	1,500,000	20.9700	24.1155	20.9308	24.0704
9 April 2026	A	50,000	20.7300	23.8395	20.7300	23.8395
7 April 2026	A	6,275,900	20.8000	23.9200	20.6893	23.7927
3 April 2026	A	300,000	21.2160	24.3984	21.1571	24.3307
2 April 2026	A	800,000	21.4500	24.6675	21.4132	24.6251
31 March 2026	A	5,000,000	21.9300	25.2195	21.6131	24.8550
30 March 2026	A	2,700,000	21.6000	24.8400	21.5531	24.7861
27 March 2026	A	7,650,000	22.4000	25.7600	21.9279	25.2171
30 January 2026	A	1,790,000	25.5400	29.3710	25.2646	29.0543
29 January 2026	A	807,000	25.5800	29.4170	25.5281	29.3573
28 January 2026	A	260,000	25.2000	28.9800	25.1526	28.9255
27 January 2026	A	60,000	25.5900	29.4285	25.5900	29.4285
23 January 2026	A	75,000	25.8100	29.6815	25.7431	29.6046
22 January 2026	A	102,000	25.9300	29.8195	25.8908	29.7744
21 January 2026	A	340,000	26.2200	30.1530	25.9953	29.8946
16 January 2026	A	100,000	25.7700	29.6355	25.7141	29.5712
15 January 2026	A	181,000	25.8700	29.7505	25.8275	29.7016
14 January 2026	A	250,000	25.8800	29.7620	25.8588	29.7376
13 January 2026	A	430,000	26.2200	30.1530	26.1706	30.0962
9 January 2026	A	160,000	26.1900	30.1185	26.0995	30.0144
8 January 2026	A	95,000	26.1100	30.0265	26.0601	29.9691
7 January 2026	A	100,000	26.2900	30.2335	26.2430	30.1795
31 December 2025	A	500,000	26.1000	30.0150	26.0575	29.9661
30 December 2025	A	55,000	26.4600	30.4290	26.4418	30.4081
29 December 2025	A	67,000	26.6900	30.6935	26.6810	30.6832
26 December 2025	A	72,200	26.9000	30.9350	26.8189	30.8418
24 December 2025	A	102,000	27.1400	31.2110	27.0124	31.0642
23 December 2025	A	100,000	27.2600	31.3490	27.2290	31.3134
22 December 2025	A	60,000	27.4900	31.6135	27.3712	31.4768
19 December 2025	A	20,000	27.5400	31.6710	27.5050	31.6308
18 December 2025	A	70,000	27.4300	31.5445	27.3214	31.4196
17 December 2025	A	40,000	27.2700	31.3605	27.2550	31.3433
16 December 2025	A	260,000	27.3000	31.3950	27.2350	31.3202
10 December 2025	A	170,000	26.7900	30.8085	26.7071	30.7132
9 December 2025	A	12,000	27.0700	31.1305	27.0200	31.0730
8 December 2025	A	95,000	27.3700	31.4755	27.3115	31.4083
5 December 2025	A	300,000	27.4500	31.5675	27.3933	31.5023
28 November 2025	A	150,000	27.3900	31.4985	27.3633	31.4678
27 November 2025	A	270,000	27.5300	31.6595	26.8885	30.9217
30 September 2025	A	600,000	25.4100	29.2215	25.2950	29.0893
29 September 2025	A	310,000	25.6700	29.5205	25.2986	29.0934
25 September 2025	A	10,000	25.4000	29.2100	25.3949	29.2041
22 September 2025	A	246,300	26.1700	30.0955	26.0364	29.9419
18 September 2025	A	200,000	26.5500	30.5325	26.4991	30.4740

Date of Buy-back	Class of Shares	No. of Shares	Highest Price per Share		Average Price per Share	
			(RMB)	(approx. HK\$)	(RMB)	(approx. HK\$)
16 September 2025	A	250,000	25.8500	29.7275	25.8300	29.7045
15 September 2025	A	350,000	26.0300	29.9345	25.9985	29.8983
12 September 2025	A	600,000	26.4300	30.3945	26.2315	30.1662
11 September 2025	A	200,000	26.3700	30.3255	26.3450	30.2968
10 September 2025	A	200,000	26.6400	30.6360	26.6100	30.6015
8 September 2025	A	200,000	26.4600	30.4290	26.4225	30.3859
4 September 2025	A	500,000	25.9800	29.8770	25.8240	29.6976
3 September 2025	A	570,000	26.3000	30.2450	26.1936	30.1226
2 September 2025	A	300,000	26.3000	30.2450	26.1098	30.0263
21 August 2025	A	200,000	25.4000	29.2100	25.3900	29.1985
19 August 2025	A	241,000	25.3900	29.1985	25.3736	29.1796
15 August 2025	A	200,000	25.4600	29.2790	25.4425	29.2589
14 August 2025	A	100,000	25.5900	29.4285	25.5790	29.4159
13 August 2025	A	350,000	25.5600	29.3940	25.5029	29.3283
12 August 2025	A	400,000	25.6500	29.4975	25.6125	29.4544
11 August 2025	A	160,000	25.1400	28.9110	25.1244	28.8930
8 August 2025	A	150,000	25.2300	29.0145	25.2065	28.9875
7 August 2025	A	300,000	25.1000	28.8650	25.0823	28.8447
6 August 2025	A	100,000	25.2100	28.9915	25.2000	28.9800
5 August 2025	A	50,000	25.0000	28.7500	25.0000	28.7500
4 August 2025	A	140,000	24.9000	28.6350	24.8914	28.6251
1 August 2025	A	174,400	24.8700	28.6005	24.8625	28.5919
31 July 2025	A	460,000	25.2900	29.0835	25.0358	28.7911
29 July 2025	A	50,000	25.4800	29.3020	25.4700	29.2905
28 July 2025	A	190,000	25.7500	29.6125	25.6956	29.5499
25 July 2025	A	850,000	26.0500	29.9575	25.9268	29.8158
20 June 2025	A	1,698,000	24.7500	28.4625	24.6942	28.3983
19 June 2025	A	2,520,000	25.0600	28.8190	24.8150	28.5373
18 June 2025	A	4,277,700	25.1900	28.9685	25.0377	28.7934
17 June 2025	A	3,000,000	24.8500	28.5775	24.7500	28.4625
16 June 2025	A	601,700	24.3500	28.0025	24.3417	27.9929
13 June 2025	A	500,000	24.6200	28.3130	24.5192	28.1971
12 June 2025	A	600,000	25.0000	28.7500	24.9357	28.6760
11 June 2025	A	500,000	25.2800	29.0720	25.2030	28.9835
10 June 2025	A	1,993,700	25.2000	28.9800	24.9893	28.7377
9 June 2025	A	470,000	24.9300	28.6695	24.9295	28.6690
6 June 2025	A	1,311,100	24.8500	28.5775	24.7863	28.5043
5 June 2025	A	1,000,000	24.8000	28.5200	24.7625	28.4768
4 June 2025	A	850,000	24.8500	28.5775	24.8155	28.5378
3 June 2025	A	72,600	24.8000	28.5200	24.7500	28.4625
30 May 2025	A	50,000	25.0800	28.8420	25.0797	28.8416
29 May 2025	A	303,100	25.7000	29.5550	25.5724	29.4082

Date of Buy-back	Class	No. of Shares	Highest Price per Share (HK\$)	Average Price per Shares (HK\$)
8 December 2025	H	511,000	26.7600	26.6657
5 December 2025	H	450,000	27.2600	27.1091
4 December 2025	H	400,000	27.3000	27.2081
26 September 2025	H	800,000	25.2400	25.0384
23 September 2025	H	400,000	26.1600	25.9338
19 September 2025	H	300,000	27.0000	26.9269

There was no reorganization of the capital of the Company during the two financial years preceding the date of the Announcement.

8. DIVIDENDS

The frequency and amount of dividends that have been paid out by the Company to the Shareholders during the two-year period immediately preceding the date of this circular are as follows:

- (a) the interim dividend for the six months ended 30 June 2025 was RMB2.692 (tax inclusive) per 10 Share, which was paid on or about 7 November 2025;
- (b) the final dividend for the year ended 31 December 2024 was RMB9.6504 (tax inclusive) per 10 Share, which was paid on or about 25 July 2025; and
- (c) the final dividend for the year ended 31 December 2023 was RMB8.0131 (tax inclusive) per 10 Share, which was paid on or about 16 August 2024.

The Board has recommended the payment of a final dividend of RMB8.867 (tax inclusive) per 10 Shares for the year ended 31 December 2025 subject to the approval by the Shareholders at the 2025 AGM. If so approved, the said proposed final dividend for 2025 is expected to be paid on or about 21 August 2026.

9. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or was proposing to enter into any service contracts with the Company or any of its subsidiaries, excluding contracts expiring or terminable within one year without payment of compensation other than statutory compensation.

10. MATERIAL CONTRACTS

No contracts (other than those entered into in the ordinary business course), which are, or may be, material, have been entered into by the Group within two years immediately preceding the date of this circular and up to the Latest Practicable Date.

11. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance, and no such litigation or claim of material importance was known to the Directors to be pending or threatened by or against any members of the Group.

12. EXPERT QUALIFICATION AND CONSENT

The following is the qualification of the expert who has given opinion, which is contained or referred to in this circular:

Name	Qualification
Somerley Capital Limited	a corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

- (1) As at the Latest Practicable Date, the above expert did not have any direct or indirect shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.
- (2) As at the Latest Practicable Date, the above expert did not have any direct or indirect interests in any assets which had been, since 31 December 2025 (being the date to which the latest published audited consolidated accounts of the Company were made up), acquired or disposed of by, or leased to, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.
- (3) The above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and reference to its name in the form and context in which they appear.

13. DOCUMENTS ON DISPLAY

Copies of the following documents are displayed (i) on the website of the SFC at www.sfc.hk; and (ii) on the website of the Company at www.smart-home.haier.com from the date of this circular up to and including the date of the AGM:

- (a) the articles of association of the Company;
- (b) the annual report of the Company for the year ended 31 December 2025;
- (c) the annual report of the Company for the year ended 31 December 2024;
- (d) the letter from the Board, the text of which is set out in the section headed “Letter from the Board” in this circular;

- (e) the letter from the Independent Committee, the text of which is set out in the section headed “Letter from the Independent Committee” in this circular;
- (f) the letter from the Independent Financial Adviser, the text of which is set out in the section headed “Letter from Somerley Capital Limited” in this circular; and
- (g) the written consent given by the expert as referred to in the paragraph headed “Expert Qualification and Consent” in this Appendix.

14. GENERAL

- (1) The registered office of the Company is Haier Science and Technology Innovation Ecological Park (originally known as Haier Industrial Park), Laoshan District, Qingdao, Shandong Province, the PRC.
- (2) The share registrar of the Company is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (3) The company secretary of the Company is Mr. NG Chi Yin. Mr. NG Chi Yin is a fellow of the Association of Chartered Certified Accountants, and a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.
- (4) The English text of this circular shall prevail over the Chinese text.

REVISED NOTICE OF THE ANNUAL GENERAL MEETING OF 2025

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

Haier

Haier Smart Home Co., Ltd.*

海爾智家股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 6690

REVISED NOTICE OF THE ANNUAL GENERAL MEETING OF 2025

REVISED NOTICE IS HEREBY GIVEN that the annual general meeting of 2025 (the “AGM”) of Haier Smart Home Co., Ltd. (the “Company”) will be held at 2:00 p.m. on 24 June 2026 (Wednesday) at Qian Yuan, Haier Science and Technology Innovation Ecological Park, Laoshan District, Qingdao, PRC for the purpose of considering and, if thought fit, approving the resolutions (among which, pursuant to the interim proposals by Haier Group Corporation (which holds, either individually or collectively, 34.49% of the shares of the Company), resolutions 18 to 24 have been added, special resolutions are marked with[#]) by the shareholders of the Company set out below:

1. To Consider and Approve 2025 Financial Statements
2. To Consider and Approve 2025 Report on the Work of the Board of Directors
3. To Consider and Approve 2025 Annual Report and Annual Report Summary
4. To Consider and Approve 2025 Audit Report on Internal Control
5. To Consider and Approve 2025 Profit Distribution Plan
6. To Consider and Approve the Proposal to Request the General Meeting to Authorize the Board of Directors to Formulate the Company's 2026 Interim Dividend Plan
7. To Consider and Approve the Resolution on the Renewal of the Financial Services Framework Agreement with Haier Group Corporation and Haier Group Finance Co., Ltd., and the Estimated Amount of Related-Party Transactions Thereunder

REVISED NOTICE OF THE ANNUAL GENERAL MEETING OF 2025

8. To Consider and Approve the Resolution on the Conduct of Foreign Exchange Fund Derivatives Business
9. #To Consider and Approve the Resolution on the General Meeting to Grant a General Mandate to the Board of Directors on Additional Issuance of A Shares of the Company
10. #To Consider and Approve the Resolution on the General Meeting to Grant a General Mandate to the Board of Directors on Additional Issuance of H Shares of the Company
11. #To Consider and Approve the Resolution on the General Meeting to Grant a General Mandate to the Board of Directors on Additional Issuance of D Shares of the Company
12. #To Consider and Approve Resolution on the General Meeting to Grant a General Mandate to the Board of Directors to Decide to Repurchase Not More Than 5% of the Total Number of D Shares of the Company in Issue
13. #To Consider and Approve Resolution on the General Meeting to Grant a General Mandate to the Board of Directors to Decide to Repurchase Not More Than 10% of the Total Number of H Shares of the Company in Issue
14. To Consider and Approve the Resolution on the Re-appointment of PRC Accounting Standards Auditor
15. To Consider and Approve the Resolution on the Re-appointment of International Accounting Standards Auditor
16. To Consider and Approve the Resolution on the Anticipated Guarantees' Amounts for the Company and its Subsidiaries in 2026
17. To Consider and Approve the Resolution to Formulate the Remuneration Management System of Haier Smart Home Co., Ltd.
18. #To Consider and Approve the 2026 A Share Core Employee Stock Ownership Plan (Draft) and its Summary
19. To Consider and Approve the Resolution on the Proposal to the General Meeting to Authorize the Board and its Authorized Persons to Handle All Matters Relating to the A-Share Core Employee Stock Ownership Plan
20. #To Consider and Approve the Resolution on Restatement and Amendment of The H Share Restricted Share Unit Scheme
21. To Consider and Approve the Resolution on Election of Independent Director
22. #To Consider and Approve the Resolution on Change of Use and Cancellation of Repurchased Shares

REVISED NOTICE OF THE ANNUAL GENERAL MEETING OF 2025

23. #To Consider and Approve the Resolution on Amendments to the Articles of Association of the Company
24. #To Consider and Approve the Resolution on the General Meeting to Grant a Specific Mandate to Repurchase Not More Than 30% of the Total Number of D Shares in Issue

In addition, the AGM will listen to independent directors' report on their work in 2025.

By Order of the Board
Haier Smart Home Co., Ltd.*
LI Huagang
Chairman

Qingdao, the PRC
27 April 2026

As at the date of this notice, the executive Directors of the Company are Mr. LI Huagang and Mr. Kevin Nolan; the non-executive Directors are Mr. GONG Wei, Mr. YU Hon To, David, Mr. CHIEN Da-Chun and Mr. LI Shaohua; the independent non-executive Directors are Mr. WONG Hak Kun, Mr. LI Shipeng, Mr. WU Qi and Mr. WANG Hua; and Employee Representative Director is Ms. SUN Danfeng.

* For identification purpose only

REVISED NOTICE OF THE ANNUAL GENERAL MEETING OF 2025

Notes:

1. CLOSURE OF REGISTER OF MEMBERS, ELIGIBILITY FOR ATTENDING THE AGM

In order to determine the shareholders who are eligible to attend and vote at the AGM, the register of members for H Shares will be closed from 16 June 2026 (Tuesday) to 24 June 2026 (Wednesday) (both days inclusive). Shareholders whose names appear on the register of members of the Company on 24 June 2026 (Wednesday) are entitled to attend and vote at the AGM. Holders of H Shares who wish to attend the AGM but have not registered the transfer documents are required to lodge the transfer documents together with relevant share certificates and other appropriate documents with the H Share Registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on 15 June 2026 (Monday).

2. ARRANGEMENT ON DIVIDEND DISTRIBUTION

The board of directors of the Company has recommended the distribution of a cash dividend for the year ended 31 December 2025 of RMB8.867 (inclusive of tax) per 10 shares, totaling approximately RMB8.2 billion based on the current total issued capital, net of repurchased shares but not yet cancelled. Where the total share capital of the Company changes before the registration date for the implementation of the equity distribution, it is expected to maintain the total distribution unchanged and adjust the distribution ratio per share accordingly. Subject to approval of the proposal at the AGM, the dividend will be paid to A Shareholders, D Shareholders and H Shareholders whose names appear on the register of members of the Company at the close of business on the respective record dates. The proposed dividends payable are denominated in Renminbi, and will be paid to H Shareholders in Hong Kong dollars. Calculation of the exchange rate for dividends payable in Hong Kong dollars shall be average exchange rate (medium rates) for converting Renminbi into foreign currencies as quoted by the People's Bank of China for a week immediately prior to the announcement of dividend.

3. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR FINAL DIVIDEND DISTRIBUTION

The Company will further announce the arrangement of book closure of H share register for the final dividend after the AGM.

4. PROXY

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies by writing to attend and vote in their stand. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the Proxy Form is entered into by an attorney, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

To be valid, the revised proxy form must be lodged with the Company's H share Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the H shareholders) not less than 24 hours prior to the holding of the AGM (i.e. no later than 2:00 p.m. on 23 June 2026 (Tuesday)) or not less than 24 hours before any adjournment thereof (as the case may be). Completion and return of the revised proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof. In this case, the revised proxy form will be deemed to have been revoked.

REVISED NOTICE OF THE ANNUAL GENERAL MEETING OF 2025

In case of joint holders of a share of the Company, any one of such holders is entitled to vote at the AGM, by himself/herself or by proxy, as if he/she is the only one entitled to do so among the joint holders. However, only the vote of the person by himself/herself or by proxy whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the AGM personally or by proxy.

If a shareholder has not yet returned the proxy form (the “**Original Proxy Form**”) dated 26 March 2026 published by the Company in accordance with the instructions thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the revised proxy form. In this case, the shareholder shall not submit the Original Proxy Form. If a shareholder has already returned the Original Proxy Form to the Company in accordance with the instructions printed thereon, he/she should note that:

- (1) If no revised proxy form is returned by the shareholder in accordance with the instructions thereon, the Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolutions (including the additional resolutions set out in this revised notice) properly put to the AGM.
- (2) If the revised proxy form is returned by the shareholder in accordance with the instructions thereon at or before 2:00 p.m. on 24 June 2026, the revised proxy form will be treated as a valid proxy form lodged by the shareholder if duly completed.
- (3) If the revised proxy form is returned by the shareholder after the closing time (being at 2:00 p.m. on 24 June 2026) set out in this revised notice, the revised proxy form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the shareholder. The Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolutions (including the additional resolutions set out in this revised notice) properly put to the AGM.

5. OTHER MATTERS

- (i) A shareholder or his/her proxy should produce proof of identity when attending the AGM (or any adjournment thereof). If a corporate shareholder’s legal representative or any other person duly authorized by such corporate shareholder attends the AGM (or any adjournment thereof), such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).
- (ii) The AGM is expected to take less than half a day. Shareholders and proxy who attend the AGM shall be responsible for their own travel and accommodation expenses.
- (iii) The circular for the AGM will be published in due course on website of the Company (<http://smart-home.haier.com>) and the HKEXnews website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>).

REVISED NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2026

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

Haier

Haier Smart Home Co., Ltd.*

海爾智家股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 6690

REVISED NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2026

REVISED NOTICE IS HEREBY GIVEN that the First H Share Class Meeting of 2026 (the “**H Share Class Meeting**”) of Haier Smart Home Co., Ltd. (the “**Company**”) will be held on 24 June 2026 (Wednesday) at Qian Yuan, Haier Science and Technology Innovation Ecological Park, Laoshan District, Qingdao, PRC immediately after the AGM of 2025, the First A Share Class Meeting of 2026 and the First D Share Class Meeting of 2026 for the purpose of considering and, if thought fit, approving the resolutions by the shareholders of the Company set out below:

SPECIAL RESOLUTIONS

1. To Consider and Approve the Resolution on the General Meeting to Grant a General Mandate to the Board of Directors to Decide to Repurchase Not More Than 10% of the Total Number of H Shares of the Company in Issue
2. To Consider and Approve the Resolution on the General Meeting to Grant a General Mandate to the Board of Directors to Decide to Repurchase Not More Than 5% of the Total Number of D Shares of the Company in Issue
3. To Consider and Approve the Resolution on Change of Use and Cancellation of Repurchased Shares

REVISED NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2026

4. To Consider and Approve the Resolution on the General Meeting to Grant a Specific Mandate to Repurchase Not More Than 30% of the Total Number of D Shares in Issue

By Order of the Board
Haier Smart Home Co., Ltd.*
LI Huagang
Chairman

Qingdao, the PRC
27 April 2026

As at the date of this notice, the executive Directors of the Company are Mr. LI Huagang and Mr. Kevin Nolan; the non-executive Directors are Mr. GONG Wei, Mr. YU Hon To, David, Mr. CHIEN Da-Chun and Mr. LI Shaohua; the independent non-executive Directors are Mr. WONG Hak Kun, Mr. LI Shipeng, Mr. WU Qi and Mr. WANG Hua; and Employee Representative Director is Ms. SUN Danfeng.

* For identification purpose only

REVISED NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2026

Notes:

1. CLOSURE OF REGISTER OF MEMBERS, ELIGIBILITY FOR ATTENDING THE H SHARE CLASS MEETING

In order to determine the shareholders who are eligible to attend and vote at the H Share Class Meeting, the register of members for H Shares will be closed from 16 June 2026 (Tuesday) to 24 June 2026 (Wednesday) (both days inclusive). For shareholders whose names appear on the register of members of the Company on 24 June 2026 (Wednesday) are entitled to attend and vote at the H Share Class Meeting. Holders of H Shares of the Company who wish to attend the H Share Class Meeting but have not registered the transfer documents are required to lodge the transfer documents together with relevant share certificates and other appropriate documents with the H Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on 15 June 2026 (Monday).

2. PROXY

Shareholders entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies by writing to attend and vote in their stead. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the Proxy Form is entered into by an attorney, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

To be valid, the revised proxy form must be lodged with the Company's H share Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the H shareholders) not less than 24 hours prior to the holding of the H Share Class Meeting (i.e. no later than 2:00 p.m. on 23 June 2026 (Tuesday)) or not less than 24 hours before any adjournment thereof (as the case may be). Completion and return of the revised proxy form will not preclude you from attending and voting in person at the H Share Class Meeting or any adjournment thereof. In this case, the revised proxy form will be deemed to have been revoked.

In case of joint holders of a share of the Company, any one of such holders is entitled to vote at the H Share Class Meeting, by himself/herself or by proxy, as if he/she is the only one entitled to do so among the joint holders. However, only the vote of the person by himself/herself or by proxy whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the H Share Class Meeting personally or by proxy.

If a shareholder has not yet returned the proxy form (the "**Original Proxy Form**") dated 26 March 2026 published by the Company in accordance with the instructions thereon, and wishes to appoint a proxy to attend the H Share Class Meeting on his/her behalf, he/she is required to submit the revised proxy form. In this case, the shareholder shall not submit the Original Proxy Form. If a shareholder has already returned the Original Proxy Form to the Company in accordance with the instructions printed thereon, he/she should note that:

- (1) If no revised proxy form is returned by the shareholder in accordance with the instructions thereon, the Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolutions (including the additional resolutions set out in this revised notice) properly put to the H Share Class Meeting.

REVISED NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2026

- (2) If the revised proxy form is returned by the shareholder in accordance with the instructions thereon at or before 2:00 p.m. on 24 June 2026, the revised proxy form will be treated as a valid proxy form lodged by the shareholder if duly completed.
- (3) If the revised proxy form is returned by the shareholder after the closing time (being at 2:00 p.m. on 24 June 2026) set out in this revised notice, the revised proxy form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the shareholder. The Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolutions (including the additional resolutions set out in this revised notice) properly put to the H Share Class Meeting.

3. OTHER MATTERS

- (i) A shareholder or his/her proxy should produce proof of identity when attending the H Share Class Meeting (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorized by such corporate shareholder attends the H Share Class Meeting (or any adjournment thereof), such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).
- (ii) The H Share Class Meeting is expected to take less than half a day. Shareholders and proxy who attend the meeting shall be responsible for their own travel and accommodation expenses.