



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*

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.

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.

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

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

- (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.

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.

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%

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	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%
H Shares Sub-total:	H Share	2,853,587,266	100.000%	30.840%	2,853,587,266	31.113%
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:		57,142,857	21.152%	0.618%	57,142,857	0.623%
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		158,997,855	58.856%	1.718%	77,953,343	0.850%
D Shares Sub-total:	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%

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.

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.

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;

- (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.

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>).

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.

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

A handwritten signature in black ink, appearing to be 'LI Huagang', written in a cursive style.

LI Huagang
Chairman

* *For identification purpose only*