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13 February 2026

To the Independent Board Committee

Dongfeng Motor Group Company Limited
Special No.1 Dongfeng Road
Wuhan Economic and Technology Development Zone
Wuhan
Hubei
PRC

Dear Sir or Madam,

(1) PROPOSED CONDITIONAL PRIVATISATION OF DONGFENG MOTOR GROUP COMPANY LIMITED BY DONGFENG MOTOR GROUP (WUHAN) INVESTMENT COMPANY LIMITED BY WAY OF MERGER BY ABSORPTION; (2) PROPOSED DISTRIBUTION OF VOYAH SHARES BY DONGFENG MOTOR GROUP COMPANY LIMITED; AND (3) PROPOSED WITHDRAWAL OF LISTING OF DONGFENG MOTOR GROUP COMPANY LIMITED

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Merger and the Distribution. Our appointment as the Independent Financial Adviser has been approved by the Independent Board Committee as set out in the announcement of the Company dated 18 September 2025. Details of the Merger and the Distribution are set out in the "Letter from the Board" contained in the Composite Document dated 13 February 2026, of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Composite Document, unless the context requires otherwise. In addition, information in this letter are based on those set out in the Listing Document and the definitions used hereunder shall make reference to those set out in the Listing Document.

THE PROPOSED TRANSACTIONS

On 22 August 2025, the Offeror and the Company entered into the Proposed Transactions:

1. **the Distribution and the Listing by Introduction**: the Company has resolved to distribute VOYAH Shares to be held by it to its existing Shareholders, and VOYAH will apply for the Listing by Introduction of the VOYAH H Shares subject to the Distribution Conditions; and

2. **the Merger**: simultaneously, the Offeror and the Company entered into the Merger Agreement, pursuant to which the Offeror and the Company have agreed to implement the Merger by way of cash consideration to all H Shareholders (other than those H Shares which are held by DFM through Stock Connect) subject to the terms and conditions of the Merger Agreement, including the Merger Pre-Conditions and the Merger Conditions. Upon fulfilment of the Merger Pre-Conditions and all the Merger Conditions to Effectiveness, the Company will apply to the Stock Exchange for voluntary withdrawal of the listing of the H Shares from the Stock Exchange.

   Under the Proposed Transactions, H Shareholders will receive:

   (i) *By way of the Distribution and the Listing by Introduction*

   For every H Share — **0.3552608 VOYAH H Share**

   (ii) *By way of the Merger*

   For every H Share cancelled — **the Cancellation Price of HK$6.68 per in cash**

   Completion of the Distribution, the Listing by Introduction and the Merger are inter-conditional upon each other, and that the Distribution, the Listing by Introduction and the Merger will occur on or about the same day. Set out below are the conditions relating to the Proposed Transactions.

Distribution Conditions

The Distribution will be subject to fulfilment of the following Distribution Conditions (none of which is waivable):

(1) the passing of special resolution(s) by a majority of not less than two-thirds of the votes cast by way of poll by the Shareholders present and voting in person or by proxy at the EGM to approve the Distribution in accordance with the Articles;

(2) the Listing Committee of the Stock Exchange having granted its formal approval for the Listing by Introduction and such approval not having been withdrawn and remaining valid; and

(3) the implementation of the Merger becoming wholly unconditional (save for Merger Condition to Implementation (4)).

Merger Pre-Conditions

The Merger Agreement is subject to the fulfilment of the following Merger Pre-conditions, namely:

(1) the approval, filing or registration (if applicable) with or by (a) NDRC, (b) MOFCOM, and (c) SAFE and such other applicable governmental approvals in respect of the Merger having been obtained. Save for the governmental approvals as mentioned in (a), (b) and (c) above, the Offeror is not currently aware of any other applicable governmental approvals which are required in respect of the Merger;

(2) the requisite approvals by the holders of equity interests or (subsequent to the completion of the VOYAH Company Reformation) shares of VOYAH in respect of the Distribution and the Listing by Introduction having been obtained in accordance with its articles of association and/or shareholders' agreement; and

(3) the filing with the Department of International Cooperation of the CSRC for the Listing by Introduction, the approval-in-principle from the Stock Exchange for the Listing by Introduction, and approval by such other competent authorities which are necessary for the Listing by Introduction having been obtained.

The above Merger Pre-Conditions are not waivable. If any of the Merger Pre-Condition is not satisfied by the Merger Pre-Conditions Long-stop Date, the Merger Agreement will not become effective and will be automatically terminated. On 12 February 2026, DFM, the Offeror and the Company jointly announced that all the Merger Pre-Conditions have been fulfilled. Accordingly, the Company will convene the EGM and the H Shareholders' Class Meeting for the Shareholders and the H Shareholders respectively, to consider and, if thought fit, approve matters including the Merger and the Distribution.

Merger Conditions

Merger Conditions to Effectiveness

After the Merger Pre-Conditions are satisfied, the Merger Agreement shall become effective upon fulfilment of all of the following Merger Conditions to Effectiveness (none of which is capable of being waived):

(1) the passing of special resolution(s) by a majority of not less than two-thirds of the votes cast by way of poll by the Shareholders present and voting in person or by proxy at the EGM to approve the Merger under the Merger Agreement in accordance with the Articles and the PRC Laws;

(2) the passing of special resolution(s) by way of poll approving the Merger under the Merger Agreement at the H Shareholders' Class Meeting to be convened for this purpose, provided that: (a) approval is given by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy; and (b) the number of votes cast against the resolution(s) is not more than 10% of the votes attaching to all H Shares held by the Independent H Shareholders; and

(3) the passing of special resolution(s) by a majority of not less than two-thirds of the votes cast by way of poll by the Shareholders present and voting in person or by proxy at the EGM to approve the Distribution in accordance with the Articles.

If the above Merger Conditions to Effectiveness are not satisfied by the Merger Conditions Long-stop Date, the Merger Agreement may be terminated by either party. As at the Latest Practicable Date, none of the abovementioned conditions have been satisfied.

Merger Conditions to Implementation

After the Merger Agreement becomes effective upon fulfilment of the Merger Pre-Conditions and all the Merger Conditions to Effectiveness, the implementation of the Merger shall be subject to the following Merger Conditions to Implementation:

(1) there being no material breach of the representations, warranties or undertakings given by the Offeror in the Merger Agreement on the Delisting Date which has a material adverse impact on the Merger;

(2) there being no material breach of the representations, warranties or undertakings given by the Company in the Merger Agreement on the Delisting Date which has a material adverse impact on the Merger;

(3) there being no law, restriction or prohibition of any governmental authority or any judgment, decision or adjudication of any court on the Delisting Date which restricts, prohibits or terminates the Merger;

(4) the fulfillment of all Distribution Conditions; and

(5) the Stock Exchange having granted its formal approval for the Listing by Introduction and such approval not having been withdrawn and remaining valid.

The Company shall be entitled to waive Merger Condition to Implementation (1) above and the Offeror shall be entitled to waive Merger Condition to Implementation (2) above. Merger Conditions to Implementation (3), (4) and (5) above are not capable of being waived. If the above Merger Conditions to Implementation are not fulfilled or (if capable of being waived) waived, by the Merger Conditions Long-stop Date, the Merger Agreement may be terminated by the relevant party. As at the Latest Practicable Date, none of the abovementioned conditions have been satisfied or waived.

Upon fulfilment of the Merger Pre-Conditions and all the Merger Conditions to Effectiveness, the Company will apply to the Stock Exchange for voluntary withdrawal of the listing of the H Shares from the Stock Exchange pursuant to Rule 6.15(2) of the Listing Rules.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, which comprises all of the non-executive Directors (including independent non-executive Directors) with no direct or indirect interest in the Merger and the Distribution, namely Mr. Zong Qingsheng, Mr. Leung Wai Lap, Philip and Mr. Hu Yiguang, has been established to make recommendations to the Independent H Shareholders as to (a) whether the terms of the Merger and the Distribution are fair and reasonable, and (b) whether to vote in favour of the resolution(s) in relation to the Merger and the Distribution at the EGM and the H Shareholders' Class Meeting (as applicable), taking into account the recommendations of the Independent Financial Adviser.

Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee is required to comprise all non-executive Directors who have no direct or indirect interest in the Merger and the Distribution. Ms. Liu Yanhong is a director of DFM and a non-executive Director. She is therefore not included as a member of the Independent Board Committee.

THE INDEPENDENT FINANCIAL ADVISER

As the Independent Financial Adviser in respect of the Merger and the Distribution, our role is to advise the Independent Board Committee as to (a) whether the terms of the Merger and the Distribution are fair and reasonable; and (b) whether the Independent H Shareholders should vote in favour of the resolution(s) in relation to the Merger and the Distribution at the EGM and the H Shareholders' Class Meeting (as applicable).

We are not associated or connected, financially or otherwise, with the Company, DFM or the Offeror, their respective controlling shareholders or any parties acting, or presumed to be acting, in concert with any of them and, we have not acted as financial adviser or independent financial adviser in relation to any transaction of the Company, DFM or the Offeror, their respective controlling shareholders or any parties acting in concert with any of them in the last two years prior to the date of the Composite Document.

Pursuant to Rule 13.84 of the Listing Rules and Rule 2 of the Takeovers Code, and given that (i) the remuneration for our engagement to opine on the Merger and the Distribution is at market level and not conditional upon the outcome of the Merger and the Distribution; (ii) no arrangement exists whereby we shall receive any fees or benefits from the Company, DFM or the Offeror, their respective controlling shareholders or any parties acting in concert with any of them; and (iii) our engagement is on normal commercial terms and approved by the Independent Board Committee, we are independent of the Company, DFM or the Offeror, their respective controlling shareholders or any parties acting in concert with any of them and can act as the Independent Financial Adviser to the Independent Board Committee in respect of the Merger and the Distribution.

BASIS OF OUR ADVICE

In formulating our opinion, we have reviewed, amongst others (i) the Rule 3.5 Announcement; (ii) the annual reports of the Company for the years ended 31 December 2023 and 2024 (the "**Company 2023 Annual Report**" and "**Company 2024 Annual Report**" respectively) (collectively, the "**Company Annual Reports**"); (iii) the interim report of the Company for the six months ended 30 June 2025 (the "**Company 2025 Interim Report**"); (iv) the Listing Document set out in Appendix VII to the Composite Document; and (v) other information as set out in the Composite Document.

We have relied on the statements, information, opinions and representations contained or referred to in the Composite Document and/or provided to us by the Company, the Directors and the management of the Company (collectively the "**Management**"). We have assumed that all statements, information, opinions and representations contained or referred to in the Composite Document and/or provided to us were true, accurate and complete in all material aspects at the time they were made and continued to be so as at the Latest Practicable Date. The Company will notify the Independent H Shareholders of any material changes to information contained or referred to in the Composite Document as soon as possible in accordance with Rule 9.1 of the Takeovers Code. The Independent H Shareholders will also be informed as soon as possible when there is any material change to the information contained or referred to herein as well as changes to our opinion, if any, after the Latest Practicable Date, and up to the date of the EGM and the H Shareholders' Class Meeting.

We have no reason to believe that any statements, information, opinions or representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material fact the omission of which would render the statements, information, opinions or representations provided to us untrue, inaccurate or misleading. We have assumed that all the statements, information, opinions and representations for matters relating to the Company contained or referred to in the Composite Document, and information relating to the Company provided to us by the Company, the Directors and the Management have been reasonably made after due and careful enquiry. We have relied on such statements, information, opinions and representations and consider that we have been provided with and have reviewed sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not conducted any independent investigation into the business, financial conditions and affairs or the future prospects of the Group or the VOYAH Group.

We have not considered the taxation implications on the Independent H Shareholders arising from acceptance or non-acceptance of the Merger and the Distribution, if any, and therefore we will not accept responsibility for any tax effect or liability that may potentially be incurred by the Independent H Shareholders as a result of the Merger and the Distribution. In particular, the Independent H Shareholders who are subject to Hong Kong or overseas taxation on dealings in securities are urged to seek their own professional advice on tax matters.

PRINCIPAL FACTORS AND REASONS CONSIDERED

1. BACKGROUND AND FINANCIAL INFORMATION OF THE GROUP

1.1 Background of the Group

The Company is a joint stock limited company with limited liability incorporated in the PRC. The Group is principally engaged in the manufacturing businesses of commercial vehicles (includes trucks and buses), passenger vehicles (including basics passenger cars, sport-utility vehicles (SUVs), and multi-purpose vehicles (MPVs)), engines and other automotive parts, for both traditional fuel vehicle and new energy vehicle ("**NEV**") segments. The Group's NEV segment is operated through the VOYAH Group and other entities within the Remaining Group. In addition, the Group is also engaged in other vehicle related businesses, including exports and imports of vehicles and equipment businesses and vehicle equipment manufacturing, financing businesses, insurance agency and used car trading businesses.

1.2 Historical financial performance of the Group

Set out below is a summary of the consolidated statement of profit or loss of the Group for the financial years ended 31 December ("**FY**") 2022, 2023 and 2024 ("**FY2022**", "**FY2023**" and "**FY2024**") and the six months ended 30 June 2024 and 2025 ("**1H2024**" and "**1H2025**") respectively, as extracted from the Company Annual Reports and the Company 2025 Interim Report.

Table 1: Extract of consolidated income statement

	FY2022	**FY2023**(Note)	**FY2024**	**1H2024**	**1H2025**
	RMB million	*RMB million*	*RMB million*	*RMB million*	*RMB million*
	(audited)	*(audited)*	*(audited)*	*(unaudited)*	*(unaudited)*
Revenue	**92,663**	**99,383**	**106,197**	**51,145**	**54,533**
- Passenger vehicles	*46,732*	*42,542*	*52,297*	*21,556*	*25,279*
- Commercial vehicles	*38,665*	*49,538*	*47,220*	*26,166*	*25,910*
- Auto financing service	*6,438*	*6,219*	*5,619*	*2,865*	*2,856*
- Corporate and others	*1,222*	*1,604*	*1,956*	*810*	*841*
- Elimination	*(394)*	*(520)*	*(895)*	*(252)*	*(353)*
Cost of sales	(83,836)	(89,550)	(92,612)	(45,209)	(46,934)
Gross profit	**8,827**	**9,833**	**13,585**	**5,936**	**7,599**

	FY2022	FY2023 (Note)	FY2024	1H2024	1H2025
	RMB million	*RMB million*	*RMB million*	*RMB million*	*RMB million*
	(audited)	*(audited)*	*(audited)*	*(unaudited)*	*(unaudited)*
Gross profit margin	*9.5%*	*9.9%*	*12.8%*	*11.6%*	*13.9%*
Other income and gains	6,031	4,161	7,016	3,115	3,053
Selling and distribution expenses	(6,569)	(8,301)	(9,419)	(4,165)	(4,807)
Administrative expenses	(5,126)	(5,395)	(6,152)	(2,453)	(2,311)
Impairment losses on financial assets	(1,209)	(1,144)	(631)	(471)	(852)
Other expenses	(5,287)	(5,601)	(5,832)	(2,499)	(2,284)
Finance expenses	(1,029)	(1,112)	(837)	(407)	(325)
Share of profits and losses of:					
Joint ventures	11,884	514	436	753	(107)
Associates	862	807	671	320	161
Profit/(Loss) before income tax	**8,384**	**(6,238)**	**(1,163)**	**129**	**127**
Income tax credit/(expense)	929	(465)	(59)	(89)	(228)
Profit/(Loss) for the year/period	**9,313**	**(6,703)**	**(1,222)**	**40**	**(101)**
Attributable to:					
Owners of the parent	*10,265*	*(3,887)*	*58*	*684*	*55*
Non-controlling interests	*(952)*	*(2,816)*	*(1,280)*	*(644)*	*(156)*

Note: The FY2023 financial figures have been restated due to the accounting treatment of business combination under common control following an equity transfer transaction. For details, please refer to note 40 to the independent auditor's report as set out in the Company 2024 Annual Report.

Source: Company Annual Reports and Company 2025 Interim Report

Revenue

From FY2022 to 1H2025, over 90% of the Group's revenue was generated from the sale of passenger and commercial vehicles. The Group also provided auto financing service to support its vehicle sales business.

Revenue of the Group increased by approximately 7.3% from approximately RMB92,663 million in FY2022 to approximately RMB99,383 million in FY2023, and further increased by approximately 6.9% to approximately RMB106,197 million in FY2024. Such increasing trend continued in 1H2025, with revenue increasing by approximately 6.6% compared to 1H2024.

In FY2023, the increase in revenue was mainly driven by an approximate 28.1% increase in revenue from the commercial vehicle business due to the recovering demand of the consumer market. This was partially offset by an approximate 9.0% decrease in revenue from the passenger vehicle business. The Group's auto financing service revenue remained relatively stable.

In FY2024, the increase in revenue was mainly driven by an approximate 22.9% increase in revenue from the passenger vehicle business. Such increase was primarily derived from its NEV business. This was partially offset by (i) a decrease in revenue from the commercial vehicle business of approximately 4.7% due to the relatively weak end-market demand; and (ii) a decrease in revenue from the auto financing service of approximately 9.6% due to a decrease in the average loan balance.

This trend continued in 1H2025, where the Group's NEV business continued to support the growth of the passenger vehicle business, which recorded revenue growth of approximately 17.3% compared to 1H2024. The Group's commercial vehicle business and auto financing service revenue remained relatively stable.

Set out below is a summary of the Group's overall sales volume of vehicles and NEV sales from FY2022 to 1H2025.

Table 2: Sales volume of overall vehicles and NEVs

	FY2022 *(unit)*	**FY2023** *(unit)*	**FY2024** *(unit)*	**1H2024** *(unit)*	**1H2025** *(unit)*
Overall vehicles	2,464,500	2,088,200	1,895,900	966,100	823,900
NEVs	346,100	348,000	394,600	154,000	204,000
Proportion of NEV sales to overall sales volume	*14.0%*	*16.7%*	*20.8%*	*15.9%*	*24.8%*

Source: Company Annual Reports and Company 2025 Interim Report

From the table above, while the Group's overall vehicle sales volume decreased from 2,464,500 units in FY2022 to 1,895,900 units in FY2024, its NEV sales volume demonstrated an increasing trend. This continued in 1H2025, where NEVs accounted for about 24.8% of the Group's total sales volume. We note that these figures aligned with the Group's strategic focus on developing its NEV business, which supported its revenue growth as discussed above.

Gross profit and gross profit margin

The Group's gross profit increased by approximately 11.4% from approximately RMB8,827 million in FY2022 to approximately RMB9,833 million in FY2023, mainly driven by increased revenue. Gross profit margin remained relatively stable during this period, at approximately 9.5% and 9.9% in FY2022 and FY2023 respectively. From FY2023 to FY2024, gross profit further increased by approximately 38.2% to approximately RMB13,585 million on the back of increasing revenue and higher gross profit margin, which rose from approximately 9.9% to 12.8%, primarily attributable to its NEV business and passenger vehicle business.

This trend continued in 1H2025, with gross profit increasing as both revenue and gross profit margin improved. The Group's gross profit margin for 1H2025 increased to approximately 13.9% from approximately 11.6% in 1H2024, mainly due to its NEV business and commercial vehicle business.

Other income and gains

The Group's other income and gains decreased from approximately RMB6,031 million in FY2022 to approximately RMB4,161 million in FY2023, primarily due to a lower gain on the disposal of long-term investments. In FY2024, other income and gains increased compared to the previous year, mainly due to an increase in government grants and subsidies as well as higher interest income. In 1H2025, other income and gains remained relatively stable at approximately RMB3,053 million compared to RMB3,115 million in 1H2024.

Costs and expenses

Selling and distribution expenses increased from FY2022 to FY2024, primarily due to higher market promotion and advertising expenses for new model launches and to support the growth of the Group's vehicle business. This trend continued in 1H2025 for the same reasons.

Administrative expenses were higher in FY2024 compared with FY2022 and FY2023 as staff salaries, travel expenses and other related costs increased to support the Group's NEV business and export business. In 1H2025, administrative expenses decreased slightly compared to 1H2024, mainly due to cost control measures implemented by the Group.

Impairment losses on financial assets were lower in FY2024 compared to FY2022 and FY2023, mainly due to the Group's recovery of previously issued loans, resulting in the reversal of bad debt losses that were previously accrued. In 1H2025, impairment losses on financial assets increased compared to 1H2024, mainly due to an increase in the impairment of trade and other receivables.

Other expenses increased slightly from FY2022 to FY2024 as the Group continued to invest in research and development in strategic areas and key core technologies. In 1H2025, other expenses decreased slightly compared to 1H2024, mainly due to the fluctuations in exchange gains and losses.

Finance expenses were lower in FY2024 compared with FY2022 and FY2023, mainly due to a decrease in foreign exchange losses resulting from changes in the exchange rate between the Euro and the RMB. For the same reason, finance expenses were lower in 1H2025 compared to 1H2024.

Share of profits and losses of joint ventures and associates

The Group's share of profits of joint ventures decreased substantially from approximately RMB11,884 million in FY2022 to approximately RMB514 million and RMB436 million in FY2023 and FY2024 respectively. This decrease was mainly due to the declining market share of the joint ventures' non-luxury vehicles. For the same reason, the Group recorded a share of loss of joint ventures in 1H2025 compared to a share of profit in 1H2024. Based on information set out in the Company 2024 Annual Report, the Group's material joint ventures include Dongfeng Motor Co., Ltd., Dongfeng Peugeot Citroën Automobile Co., Ltd and Dongfeng Honda Automobile Co., Ltd.. These joint ventures are principally engaged in the manufacture and sale of vehicles, automotive parts and components. In terms of overall sales volume, out of the 1.8959 million vehicles sold in FY2024, 1.1052 million units were attributable to the Group's joint ventures. According to the Management, these sales comprised both traditional fuel vehicles and NEVs.

The Group's share of profits of associates was lower in FY2024 compared to FY2022 and FY2023, mainly due to a decrease in investment income from an associate. For the same reason, it continued to decrease in 1H2025 compared to 1H2024.

Profit/(Loss) for the year/period

Due to the above, the Group's profit/(loss) for the year/period had fluctuated as follows: (i) despite higher gross profit, it recorded a loss in FY2023 compared to a profit in FY2022, mainly due to a substantial decrease in its share of profits of joint venture as well as higher selling and distribution expenses; (ii) the loss narrowed in FY2024, with a nominal profit attributable to owners of the parent recorded, as gross profit was higher and, to a lesser extent, other income and gains were also higher; and (iii) it recorded a loss in 1H2025 (with a nominal profit attributable to owners of the parent) compared to a profit in 1H2024, mainly due to a share of losses of joint ventures and higher selling and distribution expenses.

Set out below is a summary of the consolidated statement of financial position of the Group as at 31 December 2022, 2023 and 2024 and 30 June 2025 respectively, as extracted from the Company Annual Reports and the Company 2025 Interim Report.

Table 3: Extract of consolidated statement of financial position

	As at 31 December 2022	**As at 31 December 2023(Note)**	**As at 31 December 2024**	**As at 30 June 2025**
	RMB million	*RMB million*	*RMB million*	*RMB million*
	(audited)	*(audited)*	*(audited)*	*(unaudited)*
Non-current assets				
Property, plant and equipment	21,672	24,941	28,588	29,020
Intangible assets	8,553	10,531	14,129	14,514
Investments in joint ventures	40,880	38,814	36,011	35,886
Investments in associates	15,714	16,611	16,402	14,805
Other non-current assets	60,213	63,897	54,769	53,832
Total non-current assets	**147,032**	**154,794**	**149,899**	**148,057**
Current assets				
Prepayments, deposits and other receivables	50,776	40,516	40,282	39,687
Cash and bank deposits	68,046	79,355	75,853	63,415
Other current assets	64,182	61,765	59,018	66,627
Total current assets	**183,004**	**181,636**	**175,153**	**169,729**

	As at 31 December 2022	As at 31 December 2023[Note]	As at 31 December 2024	As at 30 June 2025
	RMB million	*RMB million*	*RMB million*	*RMB million*
	(audited)	*(audited)*	*(audited)*	*(unaudited)*
Current liabilities				
Trade payables	18,568	27,164	26,595	27,256
Bills payable	22,839	29,534	30,005	32,725
Due to joint ventures	36,034	20,513	24,556	16,191
Interest-bearing bank and other borrowings	28,082	34,454	36,056	32,826
Other current liabilities	24,546	25,676	25,795	24,332
Total current liabilities	**130,069**	**137,341**	**143,007**	**133,330**
Net current assets	**52,935**	**44,295**	**32,146**	**36,399**
Non-current liabilities				
Interest-bearing bank and other borrowings	24,344	28,518	18,597	21,416
Other non-current liabilities	10,087	9,855	8,651	9,101
Total non-current liabilities	**34,431**	**38,373**	**27,248**	**30,517**
Total equity	**165,536**	**160,716**	**154,797**	**153,939**
Attributable to:				
Owners of the parent	*155,852*	*153,883*	*149,290*	*148,491*
Non-controlling interests	*9,684*	*6,833*	*5,507*	*5,448*

Note: The FY2023 financial figures have been restated due to the accounting treatment of business combination under common control following an equity transfer transaction. For details, please refer to note 40 to the independent auditor's report as set out in the Company 2024 Annual Report.

Source: Company Annual Reports and Company 2025 Interim Report

Non-current assets

Between 31 December 2022 and 30 June 2025, the Group's non-current assets remained largely stable and were primarily consisted of (i) property, plant and equipment; (ii) intangible assets including patents, licenses and trademarks; (iii) investments in joint ventures and associates; and (iv) other non-current assets, which mainly comprised loans and receivables from financing services.

Current assets

Current assets of the Group decreased slightly from approximately RMB183,004 million as at 31 December 2022 to approximately RMB169,729 million as at 30 June 2025.

Prepayments, deposits and other receivables were higher as at 31 December 2022 compared to other year/period-end dates, mainly due to movements in loans and receivables from financing services. Cash and bank deposits were lower as at 30 June 2025 compared to previous year-end dates, as the Group incurred cash outflows from operating activities and acquired certain financial assets, property, plant and equipment and intangible assets.

Current liabilities

Current liabilities of the Group increased from approximately RMB130,069 million as at 31 December 2022 to approximately RMB143,007 million as at 31 December 2024, and then decreased to approximately RMB133,330 million as at 30 June 2025.

The increase from 31 December 2022 to 31 December 2024 was mainly due to an increase in trade and bills payables, as well as a higher balance of interest-bearing bank and other borrowings. This was partially offset by a decrease in amounts due to joint ventures.

The subsequent decrease as at 30 June 2025 was primarily due to a reduction in the balance of bank and other borrowings as there were net repayments, coupled with a further decrease in amounts due to joint ventures.

Non-current liabilities

Non-current liabilities represented a relatively insignificant portion of the Group's total liabilities and mainly consisted of the non-current portion of interest-bearing bank and other borrowings.

Total equity

The Group's total equity decreased slightly by approximately 7.0% from approximately RMB165,536 million as at 31 December 2022 to approximately RMB153,939 million as at 30 June 2025, as the Group had recorded losses and had declared and paid dividends. A similar trend was observed for the total equity attributable to owners of the parent.

Section summary

Overall, we observed that while the Group's revenue and gross profit margins improved from FY2022 to 1H2025, underpinned to a certain extent by its NEV focus, its overall profitability was adversely affected by a decrease in its share of profits and losses from joint ventures and higher selling and distribution expenses. This led to a substantial decline from the FY2022 profit of around RMB10 billion to a loss or nominal profit from FY2023 through 1H2025. Over this period, while the Group's financial position remained largely stable, its total equity showed a slight decreasing trend due to the aforesaid losses and dividends declared and paid.

Summary of unaudited quarterly results for the nine months ended 30 September 2025

We noted that the Company had, on 31 October 2025, published an announcement regarding the unaudited quarterly report (the "**Unaudited Quarterly Report**"), which sets out the unaudited financial figures of the Group and unaudited financial figures of the Company alone (excluding its subsidiaries) as the parent company for the nine months ended 30 September 2025, pursuant to the relevant laws and regulations in the PRC in connection with certain debt instruments issued by the Company in the China Interbank Bond Market in the PRC.

The aforementioned financial figures announced on 31 October 2025 were prepared based on PRC GAAP and, for the purpose of reporting on such profit forecast under Rule 10 of the Takeovers Code, the corresponding financial information, which has been prepared on a basis consistent in all material respects with the accounting polices normally adopted by the Group as set out in the audited consolidated financial statements of the Group for the year ended 31 December 2024 and conforms with the International Financial Reporting Standards issued by the International Accounting Standards Board (the "**Company Profit Estimate**") is set out in Appendix I to the Composite Document. References are also made to Appendix VI which sets out a copy of the announcement dated 31 October 2025 published by the Company as well as the respective report on letters from Ernst & Young and us in this regard.

According to the Company Profit Estimate, amongst others, the Group recorded operating loss, net loss and net loss attributable to owners of the parent for the nine months ended 30 September 2025 of approximately RMB2,057 million, RMB2,429 million and RMB1,882 million respectively. We note that this is in line with the declining trend of profitability observed from FY2022 to 1H2025 and discussed in this section above.

1.3 Historical dividends of the Company

Table 4 below sets out the Company's historical dividends and the payout ratio (being dividend per Share over earnings per Share) since its listing on the Stock Exchange on 7 December 2005.

Table 4: Historical dividends

	Dividend per Share		**Earnings/ (loss) per Share**[2]	**Payout ratio**[3]
	(RMB)	*(HK$)* [1]	*(RMB)*	
FY2024	0.0500	0.0547	0.0070	714.3%
FY2023	Nil	N/A	(0.4566)	N/A
FY2022	0.3000	0.3279	1.1914	25.2%
FY2021	0.3000	0.3279	1.3223	22.7%
	0.4000[4]	0.4818[4]		
FY2020	0.1000	0.1119	1.2486	8.0%
FY2019	0.3500	0.3824	1.4923	23.5%
FY2018	0.3500	0.3978	1.5064	23.2%
FY2017	0.3500	0.4193	1.6332	21.4%
FY2016	0.2300	0.2630	1.5489	14.8%
FY2015	0.2000	0.2350	1.3405	14.9%

	Dividend per Share		Earnings/ (loss) per Share[2]	Payout ratio[3]
	(RMB)	*(HK$)* [1]	*(RMB)*	
FY2014	0.2000	0.2493	1.4853	13.5%
FY2013	0.1800	0.2238	1.2219	14.7%
FY2012	0.1500	0.1895	1.0552	14.2%
FY2011	0.1800	0.22148	1.2165	14.8%
FY2010	0.1800	0.21611	1.2745	14.1%
FY2009	0.0900	0.10268	0.7254	12.4%
FY2008	0.0450	0.0510	0.4591	9.8%
FY2007	0.0450	0.0510	0.4376	10.3%
FY2006	0.0400	0.04092	0.2415	16.6%
Total	***3.7350***	***4.36939***		

Notes:

1. *The HK$ equivalent amounts were extracted from the Company's announcements relating to the declaration of dividends for the respective financial year.*

2. *The earnings/(loss) per Share was extracted from the Company's annual reports of the respective financial year.*

3. *The payout ratio is calculated by dividing the dividend per Share by earnings per Share of the respective financial year.*

4. *This was a special dividend declared in FY2021.*

Since its listing on the Stock Exchange on 7 December 2005 and up to FY2024, we observed that the Company had consistently distributed dividends to Shareholders in each of the full financial year subsequent to listing (i.e. FY2006 to FY2024), except for FY2023 when the Group recorded a loss attributable to owners of the parent. During this period, the aggregate dividend payout amounted to RMB3.735 per Share (including the special dividend of RMB0.40 per Share declared in FY2021). While the dividend payout varied over time, it appears to correspond to the Group's overall profitability, among other factors; with the exception of the dividend payout for FY2024 (which was exceptionally high due to a nominal profit attributable to owners of the parent in FY2024).

2. BACKGROUND AND FINANCIAL INFORMATION OF THE VOYAH GROUP

2.1 Background of the VOYAH Group

VOYAH is a joint stock limited company with limited liability incorporated in the PRC and a non-wholly-owned subsidiary of the Company (the shares of which are held by the Company as to approximately 79.6691% as at the Latest Practicable Date) which focuses on High-end NEV Business.

VOYAH is the premium intelligent NEV brand under the Group. It is a premium NEV company with the most comprehensive product matrix according to China Insights Consultancy ("**CIC**"), with products covering three major segments, namely sedans, SUVs and MPVs. According to CIC, VOYAH is the first premium NEV brand under a central SOE of China to deliver 200,000 vehicles and the third fastest growing brand among Chinese premium NEV brands with the CAGR of sales volume between 2022 and 2024 of 103.2%.

On 16 July 2025, the Company and DFAM entered into a capital increase agreement with VOYAH and the other existing equity interest holders of VOYAH in relation to the cash contribution by DFAM and the cash and asset contribution by the Company to VOYAH in consideration for the issuance of VOYAH's registered capital. The Capital Increase was completed on 23 July 2025, and the VOYAH Company Reformation was completed on 29 August 2025.

2.2 Historical financial performance of the VOYAH Group

Set out below is a summary of the consolidated statement of profit or loss of the VOYAH Group for FY2023, FY2024 and the year ended 31 December 2025 ("**FY2025**") respectively, as extracted from the Listing Document.

Table 5: Extract of consolidated income statement of the VOYAH Group

	FY2023	FY2024	FY2025
	RMB million	*RMB million*	*RMB million*
	(audited)	*(audited)*	*(audited)*
Revenue	**12,749**	**19,361**	**34,865**
- Passenger vehicles	*12,250*	*18,372*	*32,686*
- Automotive parts and components	*329*	*600*	*1,345*
- Others	*170*	*388*	*834*
Cost of sales	(10,936)	(15,295)	(27,569)
Gross profit	**1,813**	**4,066**	**7,296**
Gross profit margin	*14.2%*	*21.0%*	*20.9%*
Other income and gains	323	1,002	1,394
Selling expenses	(2,862)	(3,751)	(5,341)
Administrative expenses	(457)	(634)	(826)
Research and development expenses	(672)	(815)	(1,360)
Other expenses and impairment losses on financial assets	(54)	(6)	(8)
Finance costs	(41)	(103)	(88)
(Loss)/Profit before tax	**(1,950)**	**(241)**	**1,067**
Income tax credit/(expense)	454	150	(50)
(Loss)/Profit for the year and total comprehensive (loss)/income	**(1,496)**	**(90)**	**1,017**

Source: Listing Document

Revenue

From FY2023 to FY2025, VOYAH Group's revenue was predominantly generated from the sale of passenger vehicles. Mainland China was its principal market constituting between 86.6% and 90.0% of its revenue during this period. While comparatively nominal, VOYAH Group also generated revenue from sales of automotive parts and components used in after-sales services and parts replacement as well as services such as automobile repair and maintenance services and technology development services which were classified as "Others".

VOYAH Group's revenue increased by 51.9% from FY2023 to FY2024 due to increase in revenue of sales of passenger vehicles, which saw 50,285 units and 80,116 units of NEV sold in FY2023 and FY2024. These increases were underpinned by higher sales of existing models as well as new models launched. Expanded sales and service network from 254 stores as at 31 December 2022 to 261 stores as at 31 December 2023 to 341 stores as at 31 December 2024 also contributed to the increases.

Revenue further increased by 80.0% from FY2024 to FY2025 due to an increase in sales volume of NEVs, driven by (i) higher sales of existing models and successful launch of new models including the VOYAH FREE+ series and the VOYAH COURAGE series; and (ii) continued expansion of its sales and service network, supported by enhanced brand awareness.

Led by increase in cumulative sales volume of passenger vehicles, which in turn, resulted in higher demand from after-sales services and replacement parts, revenue from sales of automotive parts and components increased from RMB329 million in FY2023 to RMB1,345 million in FY2025.

Gross profit and gross profit margin

VOYAH Group's gross profit increased significantly from RMB1,813 million in FY2023, RMB4,066 million in FY2024 and RMB7,296 million in FY2025 in line with the aforesaid revenue increase, augmented by improved gross profit margins which were 14.2% in FY2023, and 21.0% in FY2024 and 20.9% in FY2025.

The overall improvement in gross profit margin was due to (i) economies of scale resulting from continued increase in sales volume and revenue of passenger vehicles; and (ii) improved product mix as a higher proportion of newly launched models with higher profit margins were sold.

Other income and gains

Other income and gains which primarily consisted of (i) government grants related to income; (ii) government grants related to assets; and (iii) bank interest income, had increased from FY2023 to FY2025. Particularly, government grants related to income rose substantially from RMB139 million in FY2023 to RMB1,013 million in FY2025.

Selling expenses

Selling expenses of the VOYAH Group primarily consisted of (i) advertising and marketing expenses; (ii) employee benefit expenses; and (iii) depreciation and amortisation expenses. Advertising and marketing expenses primarily consisted of expenses on brand and vehicle model promotion, sales channel development, and other marketing activities.

Selling expenses had been increasing from RMB2,862 million in FY2023 to RMB5,341 million in FY2025 in line with higher expenses for promotion of new vehicle models and increase in number of sales personnel as sales network expanded. As a percentage of revenue, VOYAH Group's selling expenses had been decreasing from 22.4%, 19.4% and 15.3% in FY2023, FY2024 and FY2025 respectively, reflecting economies of scale.

Administrative expenses

Administrative expenses of the VOYAH Group primarily consisted of (i) employee benefit expenses in relation to administrative staff; (ii) office related expenses; and (iii) taxes and surcharges. The increases in administrative expenses from FY2023 to FY2025 were generally in line with expansion of the VOYAH Group's business scale which entailed higher number of administrative personnel and corresponding expenses. As a percentage of revenue, VOYAH Group's administrative expenses had been decreasing from 3.6%, 3.3% and 2.4% in FY2023, FY2024 and FY2025 respectively, reflecting economies of scale.

*Research and development ("**R&D**") expenses*

VOYAH Group's research and development expenses primarily consisted of (i) depreciation and amortisation expenses in relation to our self-developed technologies; (ii) R&D employee benefit expenses; and (iii) design and development expenses.

The increases in research and development expenses from FY2023 to FY2025 were results of expansion of the VOYAH Group's R&D team and higher amortisation and depreciation in relation to VOYAH Group's self-developed intangible assets as its business scale expanded. As a percentage of revenue, VOYAH Group's research and development expenses had been decreasing from 5.3%, 4.2% and 3.9% in FY2023, FY2024 and FY2025 respectively, reflecting economies of scale.

Finance costs

Finance costs, primarily consisted of (i) interest on bank and other borrowings; and (ii) interest on lease liabilities, increased during the period from FY2023 to FY2024 due to increases in interest rates and lease amortisation. Compared with FY2024, finance costs during FY2025 decreased due to lower interest rates during the year.

(Loss)/Profit before tax, Income tax credit/(expense) and (Loss)/Profit for the year

VOYAH Group recorded losses before tax of around RMB1,900 million level in FY2023 but such loss significantly narrowed to RMB241 million by FY2024 in line with the substantial improvement in gross profit. It recorded a profit before tax of RMB1,067 million in FY2025 on the back of continued improvement in revenue and gross profit as well as economies of scale in terms of selling, administrative and R&D expenses.

As VOYAH Group recorded losses before tax from FY2023 to FY2024, it recognised income tax credit during those years. During FY2025, it recorded tax expenses of RMB50 million as it was profitable.

In line with the above, VOYAH Group recorded losses for the year in FY2023 to FY2024 and a profit for the year in FY2025.

Set out below is a summary of the consolidated statement of financial position of the VOYAH Group as at 31 December 2023, 2024 and 2025 respectively, as extracted from the Listing Document.

Table 6: Extract of consolidated statement of financial position of the VOYAH Group

	As at 31 December 2023 *RMB million* *(audited)*	As at 31 December 2024 *RMB million* *(audited)*	As at 31 December 2025 *RMB million* *(audited)*
Non-current assets			
Property, plant and equipment	3,753	4,269	7,996
Other intangible assets	3,149	4,438	6,876
Right-of-use assets	1,036	1,197	2,488
Other non-current assets	1,143	1,287	1,508
Total non-current assets	**9,080**	**11,191**	**18,868**
Current assets			
Cash and cash equivalents	5,604	5,797	7,972
Inventories	2,189	3,119	8,133
Other current assets	1,708	1,842	4,908
Total current assets	**9,501**	**10,758**	**21,013**
Current liabilities			
Trade and bills payables	(7,284)	(9,689)	(16,990)
Other payables and accruals	(3,075)	(3,670)	(5,141)
Other current liabilities	(1,183)	(1,235)	(1,960)
Total current liabilities	**(11,542)**	**(14,594)**	**(24,091)**
Net current liabilities	**(2,041)**	**(3,836)**	**(3,078)**
Non-current liabilities			
Interest-bearing bank and other borrowings	(2,829)	(2,731)	(3,543)
Other non-current liabilities	(903)	(1,342)	(1,686)
Total non-current liabilities	**(3,732)**	**(4,073)**	**(5,229)**
Total equity	**3,307**	**3,282**	**10,561**

Source: Listing Document

Non-current assets

Between 31 December 2023 and 31 December 2025, VOYAH Group's non-current assets consisted mainly of (i) property, plant and equipment; (ii) right-of-use assets; and (iii) other intangible assets.

Between 31 December 2023 and 31 December 2025, the VOYAH Group's non-current assets had increased substantially from RMB9,080 million to RMB18,868 million due principally to increase in property, plant and machinery from RMB3,753 million to RMB7,996 million. These were in line with VOYAH Group's business growth where it purchased additional plants and machinery during FY2024 and acquired the Yunfeng Plant during FY2025.

Right-of-use assets primarily consisted of leasehold land and buildings, and had increased from RMB1,036 million as at 31 December 2023 to RMB2,488 million as at 31 December 2025 due to (i) an increase in the number of VOYAH Group's self-operated stores; and (ii) its aforesaid acquisition of the Yunfeng Plant.

Other intangible assets primarily include deferred development costs, software, know-how, licenses and trademarks. They were self-developed or acquired by the VOYAH Group and are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses. The increase from RMB3,149 million as at 31 December 2023 to RMB6,876 million as at 31 December 2025 was in line with the VOYAH Group's business growth.

Current assets

VOYAH Group's current assets consisted mainly of cash and cash equivalents and inventories. Cash and cash equivalents had increased between 31 December 2023 and 31 December 2025 as the VOYAH Group received cash capital contributions from its shareholders while it had also received proceeds from bank and other borrowings. As at 31 December 2023, it had cash and cash equivalents of RMB5,604 million and this increased to RMB7,972 million as at 31 December 2025.

Inventories which consisted of raw materials, work in progress and finished goods had also increased along with higher production volume and vehicle deliveries to meet customer demand as the VOYAH Group launched new vehicle models. In line with business growth, bills receivable (under other current assets) also increased.

Current liabilities

Primarily due to an increase in production volume and vehicle deliveries, the VOYAH Group had experienced (i) an increase in trade and bills payables; (ii) an increase in other payables and accruals; and (iii) an increase in contract liabilities between 31 December 2023 and 31 December 2025.

While these current liabilities were partially offset by increases in current assets as described above, the VOYAH Group recorded overall net current liabilities which amounted to RMB2,041 million and RMB3,836 million as at 31 December 2023 and 2024. Net current liabilities position narrowed to RMB3,078 million as at 31 December 2025.

Non-current liabilities

Non-current interest-bearing bank and other borrowings formed the majority of the VOYAH Group's non-current liabilities which had increased from RMB3,732 million as at 31 December 2023 to RMB5,229 million as at 31 December 2025. Over the years, VOYAH Group had obtained bank and other borrowings to finance its business operations. Its non-current interest-bearing bank and other borrowings increased from RMB2,829 million as at 31 December 2023 to RMB3,543 million as at 31 December 2025. Other non-current liabilities such as contract liabilities and lease liabilities also increased along with the VOYAH Group's larger business scale.

Total equity

Between 31 December 2023 and 31 December 2025, VOYAH Group had received additional capital from its shareholders. In FY2025, pursuant to a capital increase agreement, VOYAH Group received in aggregate (i) contribution of RMB4,167 million in kind with certain factory facilities located in Wuhan City; and (ii) RMB2,000 million in cash. In addition, the VOYAH Group recorded profit for the year in FY2025. Consequently, its total equity had increased from RMB3,307 million as at 31 December 2023 to RMB10,561 million as at 31 December 2025 despite losses incurred from FY2023 to FY2024.

Section summary

Overall, we observed that VOYAH Group's revenue had substantially increased underpinned by the growth of its NEV business from FY2023 to FY2025. As economies of scale could be achieved along with rising revenue, its gross profit margin also improved, resulting in gross profit rising at a higher rate compared to revenue growth. Economies of scale were also achieved in terms of selling, administrative and research and development expenses, and coupled with income from government grants, VOYAH Group's financial performance had improved from losses of RMB1,496 million in FY2023, to profit of RMB1,017 million in FY2025.

Due primarily to rapid increases in production volume and vehicle deliveries, VOYAH Group had been recording net current liabilities position. Notwithstanding this, with improved operating and financial performance as well as capital contribution from shareholders, the financial position of VOYAH Group had remained strong, with its total equity position increasing from RMB3,307 million as at 31 December 2023 to RMB10,561 million as at 31 December 2025.

2.3 *Dividend policy*

As disclosed in the Listing Document, we noted that:

(i) no dividend was paid or declared by VOYAH or other entities comprising the VOYAH Group during the three years ended 31 December 2025;

(ii) any declaration and payment, as well as the amount of dividends, will be subject to the articles of association of VOYAH and the relevant PRC laws; and

(iii) VOYAH has not stated any fixed dividend pay-out ratio, and no dividend shall be declared or payable except out of the profits and reserves of VOYAH lawfully available for distribution.

As confirmed by VOYAH's PRC Legal Advisor, according to relevant PRC laws, any future net profit that VOYAH make will have to be first applied to make up for its historically accumulated losses, after which VOYAH will be obliged to allocate 10% of its net profit to the statutory common reserve fund until such fund has reached more than 50% of its registered capital. VOYAH will, therefore, only be able to declare dividends after: (i) all its historically accumulated losses have been made up for (according to the Listing Document, VOYAH's accumulated losses as at 31 December 2025 amounted to approximately RMB3,067 million); and (ii) it has allocated sufficient net profit to the statutory common reserve fund as described above.

Section summary

H Shareholders may note that over the past 20 years since its listing on the Stock Exchange, the Company has maintained consistent dividend payout, with payout ratios ranging from approximately 8% to 25% (with the exception of FY2024 where payout ratios was 715% due to the reasons explained in the section headed "1.3 Historical dividends of the Company" above), depending on the Group's profitability and available cash resources at those times.

Under the Merger and the Distribution, H Shareholders will receive VOYAH H Shares as a portion of the compensation for the cancellation of their H Shares. As mentioned above, VOYAH had not declared or paid dividends in the past and does not currently maintain a fixed dividend payout ratio. Moreover, given that any future net profit that VOYAH make will have to be first applied to make up for its historically accumulated losses, and thereafter to satisfy the statutory common reserve fund, the timing and likelihood of future dividend declarations remain uncertain.

In summary, from the perspective of regular dividend payout, the absence of clear indications of timing and level of dividend payout by VOYAH may be a disadvantage to the H Shareholders for owning the VOYAH H Shares compared to owning the Shares prior to the Merger and the Distribution. Viewing holistically together with all the factors set out in this letter however, the Merger and the Distribution firstly offer a portion of immediate cash returns to H Shareholders, while secondly providing H Shareholders direct exposure to a dynamic and promising NEV sector (with potential for long-term value creation).

3. INFORMATION OF THE OFFEROR

The Offeror is a company incorporated in the PRC with limited liability on 31 December 1992, and is principally engaged in investment activities, asset management services, technical services, technology development, technology consulting services, technology exchange, technology transfer, technology promotion, information consulting services (excluding licensed information consulting services) and other social and economic consulting services.

As at the Latest Practicable Date, the Offeror is wholly-owned by DFM, which is in turn directly controlled by the State-owned Asset Supervision and Administration Commission of the State Council of the PRC. DFM is principally engaged in the manufacture and supply of commercial vehicles, passenger vehicles, electric vehicles as well as ancillary services and product.

4. INDUSTRY DEVELOPMENT AND OUTLOOK OF THE GROUP (INCLUDING THE VOYAH GROUP)

The Group is principally engaged in the manufacturing businesses of commercial vehicles, passenger cars, engines and other automotive parts in the PRC. In recent years, the Group has expedited the development of its NEV business, with VOYAH serving as its core self-owned brand in the NEV segment. On this basis, we have conducted independent research on the automotive industry in the PRC, encompassing the commercial vehicle, passenger vehicle, and NEV sectors in the region.

For our independent analysis of the automotive industry in the PRC, we have made reference to analysis and statistics published by the China Association of Automobile Manufacturers ("**CAAM**"). Founded in Beijing in 1990, CAAM is registered with the Ministry of Civil Affairs of the PRC (中華人民共和國民政部). CAAM operates as a self-discipline and non-profit social organisation, comprising enterprises and institutions as well as organisations engaged in production and management of automobiles, auto parts and vehicle-related industries founded within the PRC. CAAM serves various functions, which include conducting basic and prospective research on key issues of industrial strategic planning, policies, development and countermeasures. CAAM also undertakes industry statistics, regularly releases data and information, and performs information analysis and market forecast research.

We have also referenced (i) a February 2026 report titled "Outlook on the Chinese Automotive Industry" issued by China Chengxin International Credit Rating Co., Ltd. (中誠信國際信用評級有限公司) ("**CCXI**") (the "**CCXI Report**"). CCXI, a leading credit rating agency in the PRC founded in 1992, was approved by the People's Bank of China ("**PBOC**") as a nationwide non-bank financial institution engaged in credit ratings, financial securities consulting, and information services. It operates as a joint venture between local shareholders and Moody's, a globally recognized credit rating agency. According to CCXI's official website, since its establishment, CCXI has consistently maintained the leading market share in the industry, with a comprehensive share of approximately 40%; and (ii) a December 2024 report titled "Automotive outlook 2040" issued by Roland Berger (the "**Roland Berger Report**"). Roland Berger, a global management consultancy firm founded in Germany in 1967, is one of the industry's leading representatives, with more than 50 offices and 3,500 staff around the world.

4.1 Overview of the PRC automotives industry

4.1.1 Recent favourable policies on PRC automotives industry

The Chinese government has implemented a series of policies since 2024 to support the development of the automotive industry and stimulate automotive consumption. These policies primarily include:

(i) Vehicle Trade-in Policy: The Notice of Further Effectively Completing the Work Concerning Trade-in of Vehicles (《關於進一步做好汽車以舊換新有關工作的通知》) (the "**Vehicle Trade-in Policy**"), part of the Action Plan for Promoting Large-scale Equipment Renewal and Trade-ins of Consumer Goods (《大規模設備更新和消費品以舊換新》) (also known as the Dual-New policies) issued by the State Council of the PRC in March 2024, was officially introduced in August 2024. It was subsequently expanded with increased intensity starting from January 2025. This policy aims to boost sales by providing subsidies for scrapping old vehicles and replacing them with new ones;

(ii) New Energy Vehicle Promotion to Rural Areas: In May 2024, the Ministry of Industry and Information Technology and four other departments released a notice regarding the 2024 New Energy Vehicle Promotion to Rural Areas (2024年新能源汽車下鄉活動). The initiative aims to promote NEVs in typical county-level cities to drive NEV consumption; and

(iii) Vehicle Acquisition Tax Reduction and Exemption Policies for New Energy Vehicles: The Vehicle Acquisition Tax Reduction and Exemption Policies for New Energy Vehicles (新能源汽車車輛購置稅減免政策), first introduced in 2014, has undergone several extensions and optimizations to reduce costs for consumers purchasing NEVs and to stimulate market demand. The latest iteration of the policy, starting from 2024, extends the exemption period until the end of 2027.

In summary, the Chinese government has proactively introduced a range of consumption stimulus measures aimed at boosting consumer demand since 2024. Notably, these initiatives have placed a strong emphasis on fostering the consumption of NEVs.

4.1.2 *Overview of major automotive sectors in the PRC*

As stated in the CCXI Report, competition in the automotive industry has intensified in recent years. Meanwhile, a series of policies in the automotive industry, along with sustained export growth, has had a significant driving effect on the automotive sector, resulting in stronger-than-expected growth in automobile production and sales since 2025. According to the data released by CAAM on its websites, the Chinese automotive industry has maintained a steady growth trajectory in recent years despite the fierce competition. Total vehicle production increased from 25.225 million units in 2020 to 34.531 million units in 2025, while total sales rose from 25.311 million units to 34.400 million units during the same period, representing compound annual growth rates ("**CAGR**") of 6.5% and 6.3%, respectively. The performance of each major sector, based on CAAM data, is detailed below:

Passenger vehicle sector

The passenger vehicle sector has demonstrated stable growth in recent years. Production increased from 19.994 million units in 2020 to 30.270 million units in 2025, while sales grew from 20.178 million units to 30.103 million units over the same period, achieving CAGRs of 8.6% and 8.3% respectively.

Commercial vehicle sector

The commercial vehicle sector experienced a decline in recent years, with production decreasing from 5.231 million units in 2020 to 4.261 million units in 2025, and sales falling from 5.133 million units to 4.296 million units. However, with a series of favourable policies introduced since 2024 and the expansion of the Vehicle Trade-in Policy in 2025, this sector has shown signs of stabilization and recovery.

NEV sector

The NEV sector has sustained rapid growth in recent years. Production surged from 1.366 million units in 2020 to 12.888 million units in 2024, while sales jumped from 1.367 million units to 12.866 million units, recording CAGRs of 75.3% and 75.2% respectively. The enhancement of the Vehicle Trade-in Policy in 2025, which offers more subsidies for NEVs compared to traditional gasoline vehicles, as well as other favourable policies since 2024 have further propelled the expansion of NEV production and sales. For the year ended 31 December 2025, NEV production and sales reached 16.626 million and 16.490 million units, representing year-on-year growth of 29.0% and 28.2% respectively.

The penetration rate[1] of NEVs increased rapidly from 5.4% in 2020 to 40.9% in 2024. Driven by the automotive consumption stimulus policies implemented in 2024 and 2025, NEV sales have grown further, with the penetration rate rising to 47.9% for the year ended 31 December 2025. According to CAAM's forecasts. the NEV penetration rate will further increase to 54.7% for 2026.

As highlighted in CAAM's regular press conference held in July 2025, the sustained effect of the government policies, including the Vehicle Trade-in Policy, has significantly improved domestic market demand, providing support for the industry's overall growth. Meanwhile, NEVs have maintained their rapid growth momentum, continually driving industrial transformation and upgrading.

4.2 *Industry challenges*

The CCXI Report indicates that due to industry-wide oversupply and ongoing price competition among market participants, automotive manufacturers are facing pressure on profitability and cost management capabilities. Looking ahead, regulatory measures aimed at curbing disorderly price competition may mitigate the excessive erosion of sector profitability, while adjustments to subsidy policies are expected to foster consumption upgrades. Nevertheless, factors such as subdued market demand, escalating costs of key raw materials and overcapacity of certain automakers are likely to continue exerting pressure on overall profitability.

Within this context of escalating market competition and industry transformation, traditional automotive manufacturers are experiencing dual pressures of increasing R&D investment alongside rising marginal costs, which are expected to continue weighing on their profitability. Conversely, independent brands with higher exposure to NEVs and traditional automakers that are expediting their strategic transition are expected to experience sustained enhancement in earnings capacity.

1. *Penetration rate is calculated as the ratio of NEV sales to total vehicle sales.*

Notably, CCXI Report highlights that within the NEV sector, companies with high marketing and R&D expenditures but relatively weaker financial resilience will face significant market competition risks amid intensifying industry rivalry, profit pressures, and elevated capital expenditures. Certain automakers with strained cash flows, high debt-to-asset ratios, and limited self-sustaining capabilities have already shown signs of being phased out.

In the face of this competitive landscape, the Group's share of total vehicle sales had declined from 11.3% in 2020 to 6.0% in 2024. Despite this overall market share contraction, the Group's NEV segment has been steadily expanding, where its VOYAH brand has doubled its market share from 0.3% in 2022 to 0.6% in 2024. As an established automotive manufacturer, the Group remains well-positioned to support the strategic development of its NEV business. The Group's increased NEV market penetration is consistent with the Group's strategic direction outlined in the Company 2025 Interim Report, wherein Management emphasized that the Group proactively embraced change, actively responded to industry shifts and challenges, and accelerated the transition towards new energy.

4.3 Industry outlook

In the short term, according to the CCXI Report, CCXI anticipates that the penetration rate of NEVs will continue to increase in 2026. From an industry-wide perspective, consumption-stimulating policies such as the Vehicle Trade-in Policy and opportunities in overseas markets are expected to continue, supporting sustained growth in the automotive industry in 2026. However, influenced by factors such as a high base effect from prior-year sales, the gradual phase-out of NEV purchase tax exemption, and the front-loading of consumer demand due to policy incentives, the industry's overall growth rate is expected to moderate. Looking ahead to 2026, CAAM anticipates that the implementation of a series of measures, including the expansion of automotive service consumption, will contribute to the stable operation of the industry. According to CAAM forecasts, total vehicle sales are projected to reach 34.75 million units in 2026, with NEV sales expected to account for 19.0 million units, which implies that the NEV penetration rate is forecast to further increase to 54.7% for 2026. However, CAAM also highlighted that the industry faces challenges, including global geopolitical uncertainties, economic downturns and escalating trade frictions, alongside employment pressures among residents that limits consumer purchasing power.

Over the long term, according to the Roland Berger Report, electrification will become one of the mega-trends that Roland Berger believes will shape the ongoing transformation of the industry through 2040. Roland Berger suggests that the tightening fleet emission standards, financial unsustainability of dual powertrain strategies, and new product launches will further drive the adoption of electric vehicles across all areas. Under Roland Berger's projections, battery electric vehicles are expected to account for 70% to 85% of the PRC market by 2040.

CIC stated in the Listing Document that (i) as China's middle- and high-income population expands and with consumption upgrades, the premium segment with prices ranging from RMB200,000 to RMB500,000 is becoming the NEV segment with the highest growth potential by 2029; and (ii) the sales volume of premium model NEVs in China reached 4.1 million units in 2024. Also, it is expected that by 2029, sales of premium model NEVs in China will increase to 11.9 million units, representing CAGRs of 23.4% from 2024 to 2029, driving the market share of this segment in the total NEV sales to grow from 35.2% to 44.7% during the same period.

4.4 VOYAH's ranking and challenges

As mentioned in the section headed "2.1 Background of the VOYAH Group" above, VOYAH is the premium NEV company with the most comprehensive product matrix according to CIC. As disclosed in the Listing Document, in 2024, VOYAH ranked 12th in the China's NEV industry with sales of approximately 80,000 units and in the first half of 2025, VOYAH sold a total of approximately 56,000 NEVs, with its industry ranking rising to 10th place, demonstrating the competitive advantages it has gradually established in the premium market segment. Also, VOYAH ranked third among the top 15 premium NEV companies in China in terms of sales volume with CAGR from 2022 to 2024 of 103.2%.

VOYAH, being the Company's premium NEV brand, is strategically positioned in the high-end intelligent mobility segment. Backed by the Company, VOYAH benefits from strong industrial support, proprietary technology platforms such as ESSA Architecture, and integration with advanced systems including intelligent connectivity (such as the Xiaoyao space intelligent cockpit technology), autonomous driving (such as the V-PILOT intelligent driving technology) and vehicle safety capabilities.

VOYAH recorded a growth in its vehicle sales from FY2023 to FY2025, primarily due to (i) the launch of new vehicle models and iterations, and (ii) the rapid expansion of its sales and service network. VOYAH has also expanded into the overseas markets (primarily in Norway, Italy, Denmark, the Netherlands and the United Arab Emirates), achieving revenue of RMB3,527.8 million which represented approximately 10.8% of total revenue for FY2025, up from RMB1,636.6 million or 13.4% of total revenue for FY2023.

As described in the sections headed "Business" and "Industry overview" of the Listing Document, VOYAH faces several challenges nevertheless as its domestic sales volume remains modest compared to peers and it also competes in a crowded premium NEV space against well-established players, all of which have stronger brand recognition and larger user bases. Furthermore, VOYAH must continue building consumer awareness, particularly in overseas markets, while navigating pressures from the ongoing NEV price war and execution risks associated with global expansion, which in turn may pose pressure on future profitability and strategic delivery.

4.5 Section summary

Having considered the above, we are of the view that despite external uncertainties and intensifying competition, China's automotive industry has achieved steady growth in recent years, with the NEV segment garnering particular prominence. Overall, we consider that the development of NEVs represents one of the most significant trends in the current Chinese automotives industry, whose rapid growth and increasing market penetration is expected to continue to drive industrial transformation and upgrading. As far as the Company and VOYAH are concerned, the Company is undergoing a strategic transformation, including the privatization and the separate listing of VOYAH. This reflects a shift in focus toward the emerging NEV segment, in line with industry trends.

The Group as a whole has been facing significant challenges where it continued to record losses on a year-on-year basis in 1H2025, and total vehicle sales fell 15% year-on-year to 823,900 units, despite NEV sales rising 33% to 204,400 units. The Company has cited a severe and complex market landscape, with slowing domestic demand and overseas uncertainties. Additionally, the Company's low valuation on the Stock Exchange and intensifying competition from private NEV makers (as described in the section headed "Industry overview" of the Listing Document) further constrain its flexibility in carrying out strategic plans.

On a standalone basis, VOYAH, the Company's premium NEV brand, has demonstrated strong growth momentum. It sold 150,169 units in 2025, up approximately 87% year-on-year. VOYAH is positioned in the premium intelligent mobility segment, integrating advanced technologies. The "VOYAH" brand is central to its NEV strategy. VOYAH however faces its own challenges, including modest domestic scale compared to its peers, the need of brand awareness development, and execution risks in its global expansion amid ongoing NEV price competition.

VOYAH has been part of the Group (before the Distribution) and hence, H Shareholders have all along had indirect shareholding and investment exposure in VOYAH. Given the Group's overall performance which has fallen short of expectations viz a viz VOYAH's rapidly growing NEV business notwithstanding the challenges VOYAH faces, we are of the view that H Shareholders owning VOYAH Shares after the Merger and the Distribution does not materially change their investment risks. At the same time, the Merger and the Distribution provide H Shareholders with an opportunity to directly participate in VOYAH's potential upside, rather than remaining invested in a broader conglomerate with more uncertain outlook and declining profitability.

5. REASONS AND BENEFITS OF THE DISTRIBUTION, THE MERGER AND THE LISTING BY INTRODUCTION

We have considered the reasons for and benefits of the Proposed Transactions from DFM's perspective, the Offeror's perspective, the Company's perspective and the Independent H Shareholders' perspective as follows:

5.1 From DFM's perspective and the Offeror's perspective

An opportunity to strategically realign DFM's resources through the Merger to advance NEV development

Due to changes in the automotive industry and rising competition, the Company's overall performance has not met expectations. As China's NEV sector becomes a key pillar of the national economy with strong growth potential, DFM plans to reallocate more resources toward emerging industries through the Distribution, the Merger and VOYAH's listing. The Proposed Transactions will enable DFM to focus on NEV development, to align with the State-owned Assets Supervision and Administration Commission policies on market value management for centrally controlled listed companies and to preserve and enhance the value of state-owned capital.

Accelerate DFM's global transformation and serve as the new powerhouse for its international expansion

VOYAH's H-share Listing by Introduction marks a critical milestone in the Company's comprehensive globalization strategy, showcasing its latest achievements in electrification and smart technologies. It will accumulate invaluable international capital operation and overseas brand expansion experience, propelling the Company to capture greater global market share.

5.2 From the Company's perspective

Diminishing function as an effective financing platform

Since listing in December 2005 on the Stock Exchange, the Company had not raised any new equity through this Hong Kong listing platform. In addition, the H Shares have been significantly undervalued (relative to its peers) for a prolonged period due to factors such as rising competition, resulting in a loss of its effectiveness as a financing and fund raising platform.

The Distribution and the listing of VOYAH will diversify financing access and secure long-term and stable support, which in turn, will support global NEV growth and business expansion

VOYAH is a key part of the Company's NEV business and holds notable market presence and brand value. By implementing the Proposed Transactions and with VOYAH's listing on the Stock Exchange, it will help to expand VOYAH's financing options, attract more interest from both local and international investors, strengthen brand image, grow its international business, and improve VOYAH's corporate governance. As a high-quality asset of the Company, VOYAH is expected to become a major driver of the Group's strategic growth. The Proposed Transactions are expected to improve market perception and valuation of VOYAH, supporting long-term and sustainable value creation for the Shareholders.

Leveraging capital market, enhancing corporate governance and competitiveness through VOYAH's Hong Kong listing

The Hong Kong listing of VOYAH will attract greater attention and investment from global investors. As a publicly listed company, VOYAH will be motivated to establish a more standardized, transparent and modern corporate governance structure than it would as a private entity. This will drive performance-driven operations, increase shareholder returns, improve operational efficiency, foster continuous innovation, and strengthen market competitiveness.

5.3 From the Independent H Shareholders' perspective

Opportunity to provide a clearer valuation and investment visibility through VOYAH's standalone platform

The Company's H Shares have remained undervalued for an extended period due to its diversified structure, limited market visibility and intensified competition in the industry. This in turn has limited the Company's listing platform's use as a financing tool. Meanwhile, VOYAH's separate listing offers a clearer, standalone valuation that better reflects VOYAH's operational performance and growth prospects. This standalone VOYAH listing platform is expected to offer investors with greater transparency and a more focused investment proposition. Through the Merger and Distribution, H Shareholders will gain direct exposure to VOYAH's strategic transformation and long-term value creation, thereby enabling them to participate in a more focused and potentially rewarding investment opportunity.

Hence owning VOYAH H Shares with VOYAH being a separate listed company may be a more appealing investment to the H Shareholders.

Opportunity to monetise through cash Cancellation Price and the Distribution of VOYAH H Shares

Upon completion of the Proposed Transactions, H Shareholders will directly hold VOYAH H Shares, gaining access to its future growth and benefit from its potential long-term returns. In addition, H Shareholders will also receive a cash consideration alongside the VOYAH H Shares distributed, enabling them to immediately monetise part of their existing investments in the Company's H Shares.

5.4 Section conclusion

In summary, the Proposed Transactions (i) support DFM's strategic shift toward NEV development and address the issue of the Company's undervalued H Shares; and (ii) offer clearer investment opportunities and chance to benefit directly from VOYAH's future potential along with immediate cash returns for H Shareholders. In addition, VOYAH's listing will enhance its own funding access, global visibility, long-term growth and corporate governance.

6. THE AGGREGATE CONSIDERATION

Under the Proposed Transactions, H Shareholders will receive:

(i) By way of the Distribution and the Listing by Introduction

For every H Share	**0.3552608 VOYAH H Share**

(ii) By way of the Merger

For every H Share cancelled	**the Cancellation Price of HK$6.68 per in cash**

The aggregate of the abovementioned Cancellation Price (HK$6.68 for every H Share cancelled) and the 0.3552608 VOYAH H Shares (for every H Share) are defined as the "**Aggregate Consideration**".

6.1 Assessment of the Aggregate Theoretical Amount per H Share

6.1.1 Purpose of the assessment

We note from the Composite Document that the Aggregate Theoretical Amount per H Share, being HK$10.85, represents the aggregate of (i) 0.3552608 (the "**Share Distribution Ratio**") of the mid-point of the valuation range per VOYAH H Share estimated by the Valuation Adviser as at the First Valuation Reference Date; and (ii) the Cancellation Price.

We also note that the Valuation Adviser has prepared the Second Valuation Report on the value of the VOYAH H Shares as at the Second Valuation Reference Date, details of which are set out in Appendix V to the Composite Document. On the basis of using the mid-point of the valuation range estimated by the Valuation Adviser as at the Second Valuation Reference Date, the Aggregate Theoretical Amount per H Share under the Proposed Transaction is equivalent to HK$10.93, which is slightly above the Aggregate Theoretical Amount per H Share of HK$10.85 based on mid-point of the valuation range estimated by the Valuation Adviser as at the First Valuation Reference Date.

As the Independent Financial Adviser, we have performed an independent assessment to consider the fairness and reasonableness of the theoretical value of the VOYAH H Shares, which, in turn, forms a basis for our further analysis of the Aggregate Consideration as set out in this section.

For the avoidance of doubt, the purpose of this assessment is not intended to replicate or supplant the work of the Valuation Adviser, nor does it constitute an opinion or a representation of the future market prices of the VOYAH H Shares.

6.1.2 Assessment methodology

In assessing the theoretical value of the VOYAH H Shares, we adopted the market approach to identify appropriate comparable companies of VOYAH to derive the implied market value of each VOYAH H Share. We then calculated our own derived theoretical value of the Aggregate Consideration by multiplying this VOYAH H Share implied market value by the Share Distribution Ratio and adding the Cancellation Price. This theoretical value derived by us was used to cross-check and assess the fairness and reasonableness of the Aggregate Theoretical Amount per H Share.

The calculation is set out step-by-step below:

(i) Step 1: Selection of comparable companies of VOYAH to derive the implied market value per share of the VOYAH H Shares.

(ii) Step 2: Multiplication of the implied market value per share of the VOYAH H Shares by Share Distribution Ratio and the addition of the Cancellation Price. This derives the theoretical value of the Aggregate Consideration.

Step 1: Implied market value per share of the VOYAH H Shares

Having considered (i) VOYAH's position in the NEV sector and that market trading data for shares of comparable listed peers is publicly available; (ii) the limitations of other methodologies, such as the income approach that is dependent on financial projections in which inputs are subjective and the result may be sensitive to certain inputs, and the asset-based approach that focuses on net book value which may not reflect the economic benefits generated; and (iii) the clarity of the relevant methodology and the need for fewer assumptions, we have adopted the market approach to derive the implied market value per share of the VOYAH H Shares.

For this approach, we have attempted to perform analysis on companies which are listed on the Main Board of the Stock Exchange which are engaged in similar business of VOYAH for comparison purpose (the "**VOYAH Comparable(s)**"). In terms of common parameter in assessing a company's value, we have considered analysis using price-to-sales ratio (the "**P/S Ratio(s)**") and the price-to-earnings ratio (the "**P/E Ratio(s)**"). We have considered and deemed price-to-book ratio (the "**P/B Ratio(s)**") less relevant for fast-growing industries like the NEV segment in which VOYAH operates, as P/B Ratio primarily values a company's assets and liabilities without imputing values for revenue and profit generation which are fundamental for high growth enterprises. The ability of a company to effectively generate returns from such capital (i.e. net assets) invested is also not captured, rendering this ratio less suitable for analysis.

We have set out the following selection criteria for the purpose of identifying VOYAH Comparables:

(i) a company whose shares are similarly listed on the Main Board of the Stock Exchange;

(ii) a company whose latest financial year revenue is no more than RMB100 billion (VOYAH's revenue in FY2024 and FY2025 was approximately RMB19.4 billion and RMB34.9 billion respectively); and

(iii) a company whose principal business includes the NEV business, and for which, in the latest financial year, either (a) no less than 50% of its revenue was derived from the NEV business; or (b) its NEV sales in terms of volume accounted for no less than 50% of its total vehicle sales (for VOYAH, all of its revenue was derived from the NEV business in FY2024 and FY2025).

Based on the above criteria, we have identified an exhaustive list of three companies, being Zhejiang Leapmotor Technology Co., Ltd., NIO Inc., and XPeng Inc.. Cognisant that there exists no company which can be of exactly the same business model, scale of operations, trading prospect, target markets, product mix and capital structure as VOYAH, while we have not conducted in-depth investigation into the businesses and operations of the VOYAH Comparables save for the aforesaid selection criteria, we believe that the VOYAH Comparables selected are appropriate to serve as a benchmark reference for our comparable analysis as they reflect the prevailing general market sentiment towards NEV companies listed on the Main Board of the Stock Exchange.

From the VOYAH Comparables identified, we noted that they had been loss making in their latest financial year. For VOYAH, it had also recorded losses in the past two years in FY2023 and FY2024, and only started to record profit in FY2025. This renders calculation of P/E Ratios not applicable. Meanwhile, when calculating the relevant P/S Ratios, given the recent notable volatility in share price for automobile companies (for instance, the share price of NIO Inc. (one of the VOYAH Comparables) fluctuated by over 60% in a 30-day period following the Last Trading Date, whereas the Hang Seng Index fluctuated by around 8% during the same period), we have applied market data over the past 180 trading days prior to and including the Latest Practicable Date to avoid distortion from short-term share price anomalies. In addition, since the VOYAH Comparables' FY2025 financial results were not available as at the Latest Practicable Date, we have not used VOYAH Group's FY2025 financial results and the VOYAH Comparables' FY2024 financial results to derive the theoretical value of the VOYAH H Shares to avoid mismatch of applying financial information from different periods, which is inappropriate. To ensure like-with-like comparisons, we have adopted VOYAH Group's FY2024 results for this assessment.

Our relevant findings are summarised in Table 7 below.

Table 7

Stock code	**Company name**	**Principal business**	**Market capitalisation** [1] *(HK$ million)*	**Revenue** [2] *(HK$ million)*	**P/S Ratio** [3] *(times)*
9863.HK	Zhejiang Leapmotor Technology Co., Ltd.	Engages in the production, research and development and sales of new energy vehicles in the PRC.	80,187.9	36,210.7	2.21
9866.HK	NIO Inc.	Engages in (i) the design, development, manufacturing, and sales of smart electric vehicles; and (ii) offering power solutions and comprehensive value-added services to its users.	86,791.2	74,001.2	1.17
9868.HK	XPeng Inc.	Engages in the design, development and delivering smart electric vehicles.	152,038.6	46,007.7	3.30
				Minimum	**1.17**
				Maximum	**3.30**
				Mean	**2.23**
				Median	**2.21**

Source: The website of the Stock Exchange (www.hkex.com.hk)

Notes:

(1) *Market capitalisation is calculated by multiplying the 180-day average closing share price on the Main Board of the Stock Exchange by the total number of issued shares (excluding treasury shares) as at the Latest Practicable Date.*

(2) *Revenue of the VOYAH Comparables is extracted from their respective latest published annual report prior to the Latest Practicable Date. Where applicable, for illustrative purpose, RMB has been translated into HK$ with exchange rate of HK$1.0 = RMB0.88825, being the exchange rate published by PBOC as at the Latest Practicable Date.*

(3) *P/S Ratio is calculated by dividing the market capitalisation (as described in Note 1) by the revenue (as described in Note 2).*

From Table 7 above, the mean P/S Ratio of the VOYAH Comparables was approximately 2.23 times. This multiple was then adopted separately to derive the implied market value per share of the VOYAH H Shares based on the formula below:

Table 8

		P/S Ratio method
Description		**Value**
Mean multiple of VOYAH Comparables *(times)*	*A*	2.23
Revenue of VOYAH for FY2024 *(RMB million)*	*B*	19,360.6
Implied market value of VOYAH *(RMB million)*	$C = A \times B$	43,186.8
Shares in issue of VOYAH as at the Latest Practicable Date *(million)*	*D*	3,680.0
Implied market value per VOYAH H Share *(RMB)*	$E = C/D$	11.74
Implied market value per VOYAH H Share[1] *(HK$)*	*F*	13.21

Note:

(1) *RMB has been translated into HK$ with exchange rate of HK$1.0 = RMB0.88825, being the exchange rate published by PBOC as at the Latest Practicable Date.*

Step 2: Applying Share Distribution Ratio and the Cancellation Price

Under the Proposed Transactions, the Aggregate Consideration represents the aggregate of 0.3552608 VOYAH H Shares and the Cancellation Price.

In our assessment, the theoretical value of 0.3552608 VOYAH H Shares was calculated by multiplying the implied market value per VOYAH H Share established in step 1 above by the Share Distribution Ratio (i.e. 0.3552608 VOYAH H Shares for every H Share). This value was then aggregated with the Cancellation Price of HK$6.68, yielding the theoretical value of the Aggregate Consideration. The calculations are summarised in the table below:

Table 9

		P/S Ratio method
Description		**Value**
Implied market value per VOYAH H Share *(HK$)*	*F*	13.21
Share Distribution Ratio *(times)*	*G*	0.3552608
Cancellation Price *(HK$)*	*H*	6.68
Theoretical value of the Aggregate Consideration *(HK$)*	$I=(F \times G)+H$	**11.37**

6.1.3 Section conclusion

Based on our independent assessment above, the theoretical value of the Aggregate Consideration arrived at using P/S Ratio method of approximately HK$11.37 is in proximity to the (i) Aggregate Theoretical Amount per H Share of HK$10.85 based on the mid-point of the valuation range estimated by the Valuation Adviser as at the First Valuation Reference Date; and (ii) Aggregate Theoretical Amount per H Share of HK$10.93 based on the mid-point of the valuation range estimated by the Valuation Adviser as at the Second Valuation Reference Date. Accordingly, we are of the view that the Aggregate Theoretical Amount per H Share is fairly and reasonably derived.

Having considered that the Aggregate Theoretical Amount per H Share of HK$10.85 based on the mid-point of the valuation range estimated by the Valuation Adviser as at the First Valuation Reference Date rendering it a more prudent and conservative figure for our assessment, we will be adopting the Aggregate Theoretical Amount per H Share of HK$10.85 for analysis in the following parts of this section.

6.2 The Cancellation Price

As mentioned in the section above, the Aggregate Consideration comprises both Cancellation Price (HK$6.68 for every H Share cancelled) under the Merger and the 0.3552608 VOYAH H Shares (for every H Share) under the Distribution and the Listing by Introduction.

While the Cancellation Price may conceptually represent the consideration for the value of the Remaining Group, under the terms of the Proposed Transactions, the completion of the Distribution, the Listing by Introduction and the Merger are inter-conditional upon each other and will occur on or about the same day. In other words, from the perspective of Independent H Shareholders, they will receive the HK$6.68 cash consideration and 0.3552608 VOYAH H Shares for every H Share as a single package under the Proposed Transactions. Therefore, the Merger and the Distribution should be considered as a whole when assessing their fairness and reasonableness. Accordingly, evaluation has been focused on the total value an Independent H Shareholder would receive under the Merger and the Distribution, being the sum of 0.3552608 VOYAH H Share and the Cancellation Price of HK$6.68 per share in cash, rather than assessing the fairness and reasonableness of the HK$6.68 cash consideration in isolation.

On this basis, we consider it not relevant to evaluate the Cancellation Price against the Remaining Group in isolation and accordingly, it is not necessary to conduct a separate valuation of the Remaining Group to assess the fairness and reasonableness of the Cancellation Price alone.

For the Independent H Shareholders' information only, with reference to information set out in Annex 1 to the Rule 3.5 Announcement, the pro forma adjusted consolidated net assets of the Remaining Group as at 31 December 2024 was approximately RMB146,596 million. By applying (i) the exchange rate of HK$1 to RMB0.92604 on 31 December 2024 as announced by PBOC; and (ii) the total number of 8,252,588,000 Shares in issue, the pro forma net asset value per Share of the Remaining Group would be approximately HK$19.18. The Cancellation Price of HK$6.68 per H Share represents a discount of approximately 65.17% to the aforementioned pro forma net asset value per Share of the Remaining Group. We note that such discount is in line with the discounts observed in Table 10 of the section headed "6.5 Underlying asset value of the Aggregate Consideration against the NAV attributable to owners of the Company" below. Additionally, as observed in Table 12 of the section headed "6.7 Comparable analysis" below, the Comparables (as defined below) are similarly trading at various levels of discount as compared to their respective net asset values. From the perspective of historical price performance, as observed in the section headed "6.4 Historical price performance of the H Shares" below, the Cancellation Price of HK$6.68 per H Share itself is already higher than the closing prices of the H Share (which encompassed both the values of VOYAH and the Remaining Group) during the Pre-Announcement Period (as defined below). In other words, if the intrinsic value of VOYAH is to be excluded, the implied value of the Remaining Group would have been further lower than the Cancellation Price of HK$6.68.

6.3 Comparisons of the Aggregate Theoretical Amount per H Share

The Aggregate Theoretical Amount per H Share of HK$10.85 represents:

(a) a premium of approximately 19.10% over the closing price of HK$9.11 per H Share as quoted on the Stock Exchange on the Latest Practicable Date;

(b) a premium of approximately 128.90% over the closing price of HK$4.74 per H Share as quoted on the Stock Exchange on the Last Undisturbed Trading Day;

(c) a premium of approximately 124.17% over the average closing price of HK$4.84 per H Share based on the daily closing prices of H Shares as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Undisturbed Trading Day;

(d) a premium of approximately 169.23% over the average closing price of HK$4.03 per H Share based on the daily closing prices of H Shares as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Undisturbed Trading Day;

(e) a premium of approximately 169.90% over the average closing price of HK$4.02 per H Share based on the daily closing prices of H Shares as quoted on the Stock Exchange for the 60 consecutive trading days immediately prior to and including the Last Undisturbed Trading Day;

(f) a premium of approximately 81.74% over the closing price of HK$5.97 per H Share as quoted on the Stock Exchange on the Last Trading Date;

(g) a premium of approximately 112.75% over the average closing price of HK$5.10 per H Share based on the daily closing prices of H Shares as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Date;

(h) a premium of approximately 147.15% over the average closing price of HK$4.39 per H Share based on the daily closing prices of H Shares as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Date;

(i) a premium of approximately 162.71% over the average closing price of HK$4.13 per H Share based on the daily closing prices of H Shares as quoted on the Stock Exchange for the 60 consecutive trading days immediately prior to and including the Last Trading Date;

(j) a discount of approximately 44.44% to the audited net asset value attributable to the Shareholders per Share of approximately HK$19.53 as at 31 December 2024, based on the exchange rate of HK$1 to RMB0.92604 on 31 December 2024 as announced by People's Bank of China; and

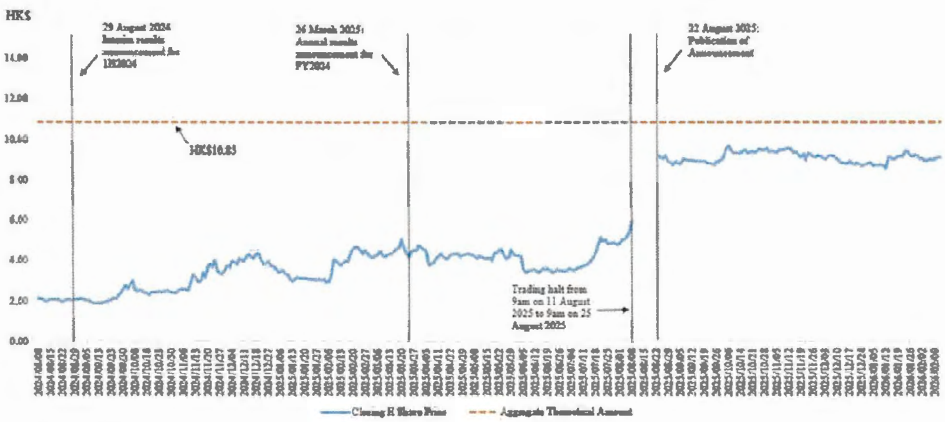
(k) a discount of approximately 45.01% to the unaudited net asset value attributable to the Shareholders per Share of approximately HK$19.73 as at 30 June 2025, based on the exchange rate of HK$1 to RMB0.91195 on 30 June 2025 as announced by People's Bank of China.

As stated in the section headed "6. Cancellation Price and Aggregate Theoretical Amount" in the "Letter from the Board" of the Composite Document, the Offeror will not increase the Cancellation Price of HK$6.68 per Share, and the Offeror does not reserve the right to do so.

We note that when comparing with the Group's net asset value ("**NAV**") per Share as at 31 December 2024 and 30 June 2025, the Aggregate Theoretical Amount per H Share represents discounts of approximately 44.44% and 45.01% respectively to the aforementioned figures. In this regard, we have examined the historical trading pattern of the closing price of the H Share relative to its NAV per Share during the Review Period (as defined below) and observed that the H Share closing price had consistently traded at varying levels of discount to NAV per Share, ranging from discounts of approximately 51.0% to 90.7%. We therefore consider that the aforementioned discounts of Aggregate Theoretical Amount per H Share to the NAV per Share as at 31 December 2024 and 30 June 2025, which are lower than the low end of the range of discounts represented by the historical H Share closing prices during the Review Period, implying that the market has persistently valued the Company below its NAV and the Aggregate Theoretical Amount per H Share offers an opportunity for the Independent H Shareholders to partially realise their investments in the Company at a price higher than what the market generally offers, to be justifiable.

6.4 Historical price performance of the H Shares

Set out below is a chart illustrating the historical closing prices of the H Shares as quoted on the Stock Exchange during the period commencing from 9 August 2024 (i.e. 12 months prior to the Last Trading Date) to the Last Trading Date (“**Pre-Announcement Period**”), and subsequently up to and including the Latest Practicable Date (“**Post-Announcement Period**”) (collectively, the “**Review Period**”). We consider a period commencing one year prior to the Last Trading Date to the Latest Practicable Date is adequate and representative to illustrate the recent price movements which reflect both (i) market and investors’ reaction towards the latest developments of the Group, including its financial performance and position, outlook and prospects; and (ii) prevailing market sentiment. We are of the view that this allows us to conduct a meaningful comparison between the closing prices of the H Shares against the Aggregate Theoretical Amount per H Share.



Source: The website of the Stock Exchange (www.hkex.com.hk)

During the Review Period, the highest and lowest closing prices of the H Shares were HK$9.67 per H Share and HK$1.88 per H Share recorded on 6 October 2025 and 12 September 2024 respectively. The average daily closing price per H Share over the Review Period was approximately HK$5.34 per H Share. The Aggregate Theoretical Amount per H Share, being HK$10.85, represents a substantial premium of approximately 103.2% over such average of closing prices.

As illustrated in the graph above, the Aggregate Theoretical Amount per H Share is higher than the closing prices of the H Shares throughout the entire Review Period. During this period, the Aggregate Theoretical Amount per H Share represents premiums ranging from approximately 12.2% (over the highest closing price of HK$9.67 per H Share recorded on 6 October 2025) to approximately 477.1% (over the lowest closing price of HK$1.88 per H Share recorded on 12 September 2024).

Pre-Announcement Period

At the beginning of the Review Period (i.e. 8 August 2024), the closing price of the H Share was HK$2.11 per H Share. Shortly after the Company published its interim results announcement for 1H2024 on 29 August 2024, the H Share closing price reached its lowest at HK$1.88 per H Share on 12 September 2024. Thereafter, the closing price of the H Share was on an increasing trend and reached HK$4.36 per H Share on 18 December 2024. However, this did not sustain for long as the H Share closing price then declined to a low of HK$2.97 per H Share on 5 February 2025. Shortly after reaching this level, the H Share closing price increased to HK$4.06 per H Share on 10 February 2025 and subsequently traded between HK$3.41 per H Share and HK$5.97 per H Share until 8 August 2025. During the aforementioned period, the Company published its annual results announcement for FY2024 on 26 March 2025. The H Share price closed at HK$5.97 per H Share on the Last Trading Date (i.e. 8 August 2025). We note that the Cancellation Price of HK$6.68 per H Share itself is already higher than the closing prices of the H Share during the Pre-Announcement Period.

Post-Announcement Period

Following the publication of the Rule 3.5 Announcement and resumption of trading at 9:00 a.m. on 25 August 2025, the H Shares closing price surged to HK$9.20 per H Share on 25 August 2025. The H Shares closing price further increased to its highest at HK$9.67 per H Share on 6 October 2025. Thereafter, the H Shares closing price remained relatively stable and closed at HK$9.11 per H Share as at the Latest Practicable Date. We are of the view that the higher level of H Shares closing prices during the Post-Announcement Period may be underpinned by the presence of the Merger and the Distribution.

Section conclusion

Overall, considering that (i) the Aggregate Theoretical Amount per H Share is higher than the closing prices of the H Shares during the entire Review Period; (ii) the Cancellation Price of HK$6.68 per H Share itself is already higher than the closing prices of the H Share during the Pre-Announcement Period; and (iii) the Aggregate Theoretical Amount per H Share represents a substantial premium of approximately 103.2% over the average of closing prices of the H Shares during the Review Period, we are of the view that the Aggregate Theoretical Amount per H Share is fair and reasonable from the perspective of the historical trading price of the H Shares.

6.5 Underlying asset value of the Aggregate Consideration against the NAV attributable to owners of the Company

We have set out in Table 10 below the comparison between the underlying asset value of the Aggregate Consideration (being the underlying asset value of 0.3552608 VOYAH H Shares and the Cancellation Price of HK$6.68 per share in cash) and the underlying asset value per Share.

Table 10

		Underlying asset value of the Aggregate Consideration *RMB or shares*	**Underlying asset value per Share** *RMB or shares*
NAV		10,516,212,000[1]	148,491,000,000[2]
Total number of issued shares		3,680,000,000[3]	8,252,588,000[4]
NAV per share	A	2.86	17.99
Share Distribution Ratio	B	0.3552608	N/A
Underlying asset value (share portion only)	C= A × B	1.02	17.99
Cash Consideration	D	6.03[5]	N/A
Underlying asset value	**E = C+D**	**7.05**	**17.99**

Notes:

(1) This represents the sum of unaudited pro forma adjusted consolidated net tangible assets of the VOYAH Group as at 31 December 2025 and its intangible assets as at 31 December 2025, as extracted from Appendix VII to the Composite Document.

(2) This represents the unaudited net asset value of the Group attributable to owners of the Company as at 30 June 2025, as extracted from Company 2025 Interim Report.

(3) This represents the total number of issued VOYAH Shares immediately upon completion of the Proposed Transactions.

(4) This represents the total number of issued Shares as at the Latest Practicable Date.

(5) This is calculated by multiplying the cash consideration of HK\$6.68 by the exchange rate of HK\$1 to RMB0.90322 on 31 December 2025 as announced by People's Bank of China.

As indicated in Table 10 above, the underlying asset value of the Aggregate Consideration is lower than the underlying asset value per Share. This stems from the fact that the H Shares have been consistently trading at discounts to its NAV, such as during the Review Period as illustrated above. In addition, as discussed in the section headed "6.1.2 Assessment methodology" above, unlike traditional automotive segment which is a mature industry, we consider that book value is less important when considering value of companies in fast-growing industries such as the NEV segment as book value does not reflect the ability to generate revenue and profit which are fundamental to the worth of high growth enterprises.

Hence while from the perspective of underlying asset value analysis alone the Aggregate Consideration appears less optimal from valuation standpoint, upon considering together with the price performance as described in the sections headed "6.3 Comparisons of the Aggregate Theoretical Amount per H Share" and "6.4 Historical price performance of the H Shares", and the limited relevance of book value for VOYAH as discussed in the section headed "6.1.2 Assessment methodology", we are of the view that the Aggregate Consideration is, on balance, fair and reasonable in terms of underlying asset value analysis.

6.6 *Historical liquidity of the H Shares*

We have set out in Table 11 below a summary of the average daily trading volume of the H Shares each month during the Review Period and the respective percentage of the average daily trading volume as compared to the total number of issued H Shares and those held by the Independent H Shareholders.

Table 11

Month	Number of trading days	Average daily trading volume of H Shares per trading day during the month	Average daily volume as a percentage of the total issued H Share as at the relevant month end	Average daily volume as a percentage of total number of H Shares held by Independent H Shareholders as at the relevant month end
August 2024 (from 8 August 2024)	17	19,884,733	0.80%	0.92%
September 2024	19	22,730,472	0.91%	1.05%
October 2024	21	32,152,107	1.29%	1.49%
November 2024	21	115,005,578	4.61%	5.33%
December 2024	20	73,942,937	2.97%	3.42%
January 2025	19	50,073,340	2.01%	2.32%
February 2025	20	136,826,099	5.49%	6.34%
March 2025	21	68,846,767	2.76%	3.19%
April 2025	19	43,252,222	1.74%	2.00%
May 2025	20	43,962,917	1.76%	2.04%
June 2025	21	51,411,469	2.06%	2.38%
July 2025	22	68,149,877	2.73%	3.16%
August 2025 (up to and including the Last Trading Date)	6	84,019,687	3.37%	3.89%
August 2025 (from 25 August 2025)	5	168,489,881	6.76%	7.80%
September 2025	22	23,894,939	0.96%	1.11%
October 2025	20	18,150,713	0.73%	0.84%
November 2025	20	23,730,477	0.95%	1.10%
December 2025	21	11,815,805	0.47%	0.55%
January 2026	21	14,402,923	0.58%	0.67%
February 2026 (up to and including the Latest Practicable Date)	8	8,328,612	0.33%	0.39%
Review Period				
Mean		48,471,523	1.94%	2.24%
Max		168,489,881	6.76%	7.80%
Min		8,328,612	0.33%	0.39%

Source: The website of the Stock Exchange (www.hkex.com.hk)

As illustrated in the table above, during the Review Period, the percentage of average daily trading volume of the H Shares to (i) the total number of issued H Share; and (ii) the total number of H Shares held by Independent H Shareholders, ranged from 0.33% to 6.76% and 0.39% to 7.80%, at an average of 1.94% and 2.24%, respectively.

During the Pre-Announcement Period, surges in trading volume of the H Shares were observed in November 2024 and February 2025, where the average daily trading volume reached 4.61% and 5.49% of the total issued H Shares respectively. Such surges coincided with fluctuations in H Share closing prices during similar periods as detailed in the section headed "6.4 Historical price performance of the H Shares" above. Specifically, (i) on 12 November 2024, the daily trading volume surged to 379,605,787, significantly higher than on other dates in November 2024. The Company confirmed that there was no particular reason for the such a surge; and (ii) the daily trading volume on 10 February 2025 and 11 February 2025 surged to 576,410,623 and 359,559,383 respectively following the Company's announcement related to a group restructuring on 9 February 2025. If the aforementioned anomalous trading days are excluded, during the Pre-Announcement Period, the percentage of average daily trading volume of the H Shares to (i) the total number of issued H Share; and (ii) the total number of H Shares held by Independent H Shareholders, ranged from 0.80% to 4.08% and 0.92% to 4.71%, at an average of 2.30% and 2.66%, respectively.

We observed that the average daily trading volume for H shares increased substantially following the publication of the Rule 3.5 Announcement. Notably, since the publication of the Rule 3.5 Announcement, the average daily trading volume of H Shares peaked at 168,489,881 shares (representing 6.76% and 7.80% of the total number of issued H Shares and the total number of H Shares held by Independent H Shareholders respectively). However, such surges in trading volume did not last long, where the average daily trading volume of H Shares subsequently decreased in September 2025, October 2025, November 2025, December 2025, January 2026 and February 2026, representing only 0.96%, 0.73%, 0.95%, 0.47%, 0.58% and 0.33% of the total number of issued H Shares in the respective months.

Section conclusion

Based on the above observations, we note that although the average daily trading volume of H Shares was moderately active during the Review Period, there were certain months when the trading volume was relatively inactive, with the monthly average trading volume as a percentage of the total number of issued H Shares being as low as 0.33% during the Review Period. Notably, subsequent to the publication of the Rule 3.5 Announcement, the surge in H Share trading volume did not last long, decreasing substantially from 6.76% to less than 1.0% of the total number of issued H Shares. Therefore, Independent H Shareholders, especially those with significant stakes, should note that if they wish to exit their investments in the Company, they might not be able to dispose of the H Shares in the market without exerting a downward pressure on the market price of the H Shares. On this basis, the Aggregate Theoretical Amount per H Share provides an opportunity for the Independent H Shareholders (especially those with relatively sizeable shareholdings) to dispose of, for cash, a portion of their H Shares (being the portion represented by the Cancellation Price) at a fixed price substantially higher than the average H Share price during the Review Period without disturbing the market price of the H Shares.

6.7 Comparable analysis

To assess the fairness and reasonableness of the Aggregate Theoretical Amount per H Share, we have conducted a comparable analysis of the value of the Company as implied by the Aggregate Theoretical Amount per H Share and compared it against those of companies listed on the Stock Exchange which are engaged in similar business activities to those of the Company (the "**Comparable(s)**").

In terms of valuation parameters, we noted that while the Group was profitable in its latest financial year, the implied P/E Ratio calculated using its profit attributable to owners in FY2024 of approximately RMB58 million is extremely high at over 1,000 times due to the nominal profit level. As such, we consider that the P/E Ratio analysis to be inappropriate in this case. We then applied the P/S Ratio which is a commonly used valuation yardstick appropriate for the purpose of this comparable analysis given the lack of profitability. In addition, considering that the overall automotive business which the Group engages in is a mature and relatively asset-heavy industry, we have also applied the P/B Ratio. Meanwhile, when calculating the relevant P/S Ratios and P/B Ratios, given the recent notable volatility in share price for automobile companies (for instance, the share price of Great Wall Motor Company Limited (one of the Comparables) fluctuated by around 40% in a 30-day period following the Last Trading Date, whereas the Hang Seng Index fluctuated by around 8% during the same period), we have applied market data over the past 180 trading days prior to and including the Latest Practicable Date to avoid distortion from short-term share price anomalies.

We have set out below the selection criteria for the purpose of identifying the Comparables:

(i) a company whose shares are similarly listed on the Main Board of the Stock Exchange;

(ii) a company whose latest financial year revenue is no less than RMB100 billion (the Company's revenue in FY2024 was approximately RMB106.2 billion); and

(iii) a company whose principal business includes both NEV business and traditional automotive business, and for which, in the latest financial year, either (a) less than 50% of its revenue was derived from the NEV business; or (b) its NEV sales by volume accounted for less than 50% of its total vehicle sales (for the Company, the proportion of its NEV sales to overall sales volume was approximately 20.8% in FY2024).

Based on the above criteria, we identified an exhaustive list of five companies, namely BAIC Motor Corporation Limited, Guangzhou Automobile Group Co., Ltd., Great Wall Motor Company Limited, Geely Automobile Holdings Limited and Chery Automobile Co., Ltd., the details of which are set out in Table 12 below. We note that no company possesses an identical business model, scale of operations, trading prospects, target markets, product mix or capital structure as the Company and have noted certain differences among the Comparables as elaborated below. We nevertheless are of the view that the Comparables are appropriate reflections of prevailing general market sentiment towards automobile companies listed on the Main Board of the Stock Exchange and equally suitable for this analysis.

During the latest financial year of these five Comparables, we noted that BAIC Motor Corporation Limited and Guangzhou Automobile Group Co., Ltd. derived majority of their automotive sales through joint ventures, which was similar to the Group. Meanwhile, Great Wall Motor Company Limited, Geely Automobile Holdings Limited and Chery Automobile Co., Ltd. derived majority of their automotive sales through proprietary businesses.

Table 12

Stock code	Company name	Principal business	Market capitalisation [1] *(HK$ million)*	Revenue [2] *(HK$ million)*	Net asset value [3] *(HK$ million)*	P/S Ratio [4] *(times)*	P/B Ratio [5] *(times)*
1958.HK	BAIC Motor Corporation Limited	Engages in the manufacturing and sales of passenger vehicles, engines and auto parts in PRC.	16,282.7	216,713.3	64,525.5	0.08	0.25
2238.HK	Guangzhou Automobile Group Co., Ltd.	Engages in the (i) production and sale of a variety of passenger vehicles, commercial vehicles, automotive parts and related operations; and (ii) production and sale of motorcycles, automobile finance and insurance, other financing services and investing business.	34,613.5	121,344.0	128,801.7	0.29	0.27
2333.HK	Great Wall Motor Company Limited	Engages in the manufacturing and sales of automotives and components and parts of automotives and related after-sales services, processing and manufacturing of moulds, repairing of automobiles, transportation of general goods and specific transportation (by truck).	126,168.7	227,633.5	88,925.2	0.55	1.42
175.HK	Geely Automobile Holdings Limited	Engages in the sales of automobiles, automobile parts and components, battery packs and related parts, provision of collaborative manufacturing services, provision of research and development and related technological support services and licensing of intellectual properties.	193,331.7	270,412.9	97,655.2	0.71	1.98

Stock code	Company name	Principal business	Market capitalisation [1] (HK$ million)	Revenue [2] (HK$ million)	Net asset value [3] (HK$ million)	P/S Ratio [4] (times)	P/B Ratio [5] (times)
9973.HK	Chery Automobile Co., Ltd.	Engages in the design, develop, manufacture and sell a diverse and expanding portfolio of passenger vehicles, including internal combustion engine vehicles and new energy vehicles.	178,517.0	303,852.5	29,820.4	0.59	5.99
					Minimum	**0.08**	**0.25**
					Maximum	**0.71**	**5.99**
					Mean	**0.44**	**1.98**
					Median	**0.55**	**1.42**
489.HK	**The Company[6]**	**Engages in the manufacture and sale of automobiles, engines and other auto parts and rendering of financing services.**	**89,540.6**	**119,557.6**	**168,072.1**	**0.75**	**0.53**

Source: The website of the Stock Exchange (www.hkex.com.hk)

Notes:

(1) Market capitalisation is calculated by multiplying the 180-day average closing share price on the Main Board of the Stock Exchange by the total number of issued shares (excluding treasury shares) as at the Latest Practicable Date.

(2) Revenue is extracted from the respective latest published annual report prior to the Latest Practicable Date. Where applicable, for illustrative purpose, RMB has been translated into HK$ with exchange rate of HK$1.0 = RMB0.88825, being the exchange rate published by PBOC as at the Latest Practicable Date.

(3) Net asset value attributable to shareholders is extracted from the respective latest published annual report prior to the Latest Practicable Date. Where applicable, for illustrative purpose, RMB has been translated into HK$ with exchange rate of HK$1.0 = RMB0.88825, being the exchange rate published by PBOC as at the Latest Practicable Date.

(4) P/S Ratio is calculated by dividing the market capitalisation (as described in Note 1) by the revenue (as described in Note 2).

(5) *P/B Ratio is calculated by dividing the market capitalisation (as described in Note 1) by the net asset value attributable to shareholders (as described in Note 3).*

(6) *The implied market capitalisation of the Company is calculated based on the Aggregate Theoretical Amount per H Share and 8,252,588,000 issued shares (excluding treasury shares) as at the Latest Practicable Date. The implied P/S Ratio is calculated by dividing the implied market capitalisation by the revenue of the Company in FY2024. The implied P/B Ratio is calculated by dividing the implied market capitalisation by the net assets attributable to shareholders of the Company in FY2024.*

As illustrated in Table 12 above, from a P/S Ratio perspective, the Comparables ranged from approximately 0.08 times to 0.71 times, with the median and mean being approximately 0.55 times and 0.44 times respectively. The valuation of the Company, based on the implied market capitalisation arrived at using the Aggregate Theoretical Amount per H Share, results in an implied P/S Ratio of approximately 0.75 times, exceeding those of the Comparables.

From a P/B Ratio perspective, the Comparables ranged from approximately 0.25 times to 5.99 times, with a median of approximately 1.42 times and a mean of approximately 1.98 times. The valuation of the Company, based on the implied market capitalisation arrived at using the Aggregate Theoretical Amount per H Share, translates into an implied P/B Ratio of approximately 0.53 times, which is within the P/B Ratio range of the Comparables despite being lower than the mean and median. We further observed from the table above that it appears to be a market phenomenon that, as opposed to the Company which automotive sales were mainly from joint ventures, the Comparables which derived majority of their automotive sales through proprietary businesses generally commanded higher P/B Ratios. For instance, BAIC Motor Corporation Limited and Guangzhou Automobile Group Co., Ltd., which derived majority of their automotive sales through joint venture like the Group, have lower P/B Ratios of approximately 0.25 times and 0.27 times respectively, whereas the remaining Comparables, namely Great Wall Motor Company Limited, Geely Automobile Holdings Limited and Chery Automobile Co., Ltd., which derived majority of their automotive sales through proprietary businesses, have higher P/B Ratios of approximately 1.42 times, 1.98 times and 5.99 times respectively.

Also, as explained in the section headed "6.3 Comparisons of the Aggregate Theoretical Amount per H Share" above, the market has persistently valued the Company below its NAV and the Aggregate Theoretical Amount per H Share offers an opportunity for the Independent H Shareholders to partially realise their investments in the Company at a price higher than what the market generally offers despite it being at a discount to book value.

Overall, taking into account the above, from the perspective of market comparable analysis based on the commonly adopted references of P/S Ratio and P/B Ratio, it can be shown that the Aggregate Theoretical Amount per H Share accorded the Company a valuation which is fair and reasonable.

6.8 Section conclusion

From our analysis above, we are of the view that the Aggregate Theoretical Amount per H Share is generally fair and reasonable.

7. SHAREHOLDING OF THE H SHAREHOLDERS IN THE COMPANY (AS AT THE LATEST PRACTICABLE DATE) AND IN VOYAH (UPON LISTING)

With reference to the information set out in the section headed "8. Information on the Offeror, the Company and VOYAH" in the "Letter from the Board" contained in the Composite Document, below are Tables 13 and 14 illustrating the potential shareholding effect to the Independent H Shareholders as a result of the Merger and the Distribution.

Table 13: Shareholding of the Independent H Shareholders in the Company as at the Latest Practicable Date

Shareholders	Number of H Shares interested	Approximate % of H Shares in issue	Number of Domestic Shares interested	Approximate % of Domestic Shares in issue	Number of Shares interested	Approximate % of Shares in issue
The Offeror	–	–	–	–	–	–
DFM [1]	294,190,000	11.80%	5,760,388,000	100.00%	6,054,578,000	73.37%
DFAM [1]	38,480,000	1.54%	–	–	38,480,000	0.47%
Mr. Zhou Wei [2]	18,000	0.00%	–	–	18,000	0.00%
The Offeror and its concert parties [2]	**332,688,000**	**13.35%**	**5,760,388,000**	**100.00%**	**6,093,076,000**	**73.83%**
Independent H Shareholders	**2,159,512,000**	**86.65%**	**–**	**–**	**2,159,512,000**	**26.17%**
Total number of Shares in issue	**2,492,200,000**	**100.00%**	**5,760,388,000**	**100.00%**	**8,252,588,000**	**100.00%**

Notes:

(1) As at the Latest Practicable Date, (i) the Offeror is wholly-owned by DFM; and (ii) DFAM is wholly-owned by DFM and is a fellow subsidiary of the Offeror.

(2) Mr. Zhou Wei is the employee representative director of DFM, and is therefore presumed to be acting in concert with the Offeror.

(3) As at the Latest Practicable Date, no Director holds any Shares.

(4) *CICC is the exclusive financial adviser to the Offeror in respect of the Merger. Accordingly, CICC and members of the CICC group are presumed to be acting in concert with the Offeror in respect of the Company in accordance with class (5) of the definition of "acting in concert" under the Takeovers Code (except members of the CICC group which are exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purposes of the Takeovers Code). Exempt principal traders which are connected for the sole reason that they are under the same control as CICC are not presumed to be acting in concert with the Offeror. However:*

   a *Shares held by members of the CICC group acting in the capacity of exempt principal traders will not be voted at the EGM or the H Shareholders' Class Meeting (as applicable) unless the Executive allows such Shares to be so voted; and*

   b *Shares held by members of the CICC group acting in the capacity of exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the EGM and/or the H Shareholders' Class Meeting (as applicable) if: (i) such member of the CICC group holds the relevant Shares as a simple custodian for and on behalf of non-discretionary clients; (ii) there are contractual arrangements in place between such member of the CICC group and such non-discretionary client that strictly prohibit such member of the CICC group from exercising any voting discretion over such Shares; (iii) all voting instructions shall originate from such non-discretionary client only (if no instructions are given, then no votes shall be cast for such Shares held by such member of the CICC group); and (iv) such non-discretionary client is not a concert party of the Offeror.*

(5) *The percentage figures are subject to rounding adjustments and may not add up to the aggregate figures shown, or to 100%.*

As at the Latest Practicable Date, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of VOYAH in issue comprise registered capital in the aggregate amount of RMB3,680,000,000 divided into 3,680,000,000 shares with nominal value of RMB1 each, and there is no outstanding options, warrant, convertible securities or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) which is issued by VOYAH.

Set out below is the illustrative simplified shareholding structure of VOYAH immediately upon completion of the Proposed Transactions, and on the basis that there are no other changes to the number and holding of share capital of VOYAH from the Latest Practicable Date up to and including the date of the completion of the Proposed Transactions:

Table 14: Shareholding of the Independent H Shareholders in VOYAH immediately upon completion of the Proposed Transactions

Shareholders	Number of VOYAH H Shares interested[1]	Approximate % of VOYAH H Shares in issue	Number of VOYAH Domestic Shares interested[1]	Approximate % of VOYAH Domestic Shares in issue	Number of VOYAH Shares interested[1]	Approximate % of VOYAH Shares in issue
DFM	104,514,174	11.80%	2,046,440,049	73.23%	2,150,954,223	58.45%
DFAM	13,670,435	1.54%	121,383,952	4.34%	135,054,387	3.67%
Mr. Zhou Wei	6,394	0.00%	–	–	6,394	0.00%
The Offeror and its concert parties	**118,191,003**	**13.35%**	**2,167,824,001**	**77.57%**	**2,286,015,004**	**62.12%**
Independent H Shareholders [1]	**767,189,960**	**86.65%**	–	–	**767,189,960**	**20.85%**
Wuhan Woya	–	–	270,655,299	9.68%	270,655,299	7.35%
China State-owned Enterprise Mixed Ownership Reform Fund Co., Ltd. (中國國有企業混合所有制改革基金有限公司)	–	–	104,746,815	3.75%	104,746,815	2.85%
BOC Financial Asset Investment Co., Ltd. (中銀金融資產投資有限公司)	–	–	94,272,135	3.37%	94,272,135	2.56%
ICBC Financial Asset Investment Co., Ltd. (工銀金融資產投資有限公司)	–	–	52,373,407	1.87%	52,373,407	1.42%
Wuhan Economic Development Industry Investment Fund Partnership (Limited Partnership)* (武漢經開產業投資基金合夥企業(有限合夥))	–	–	41,898,726	1.50%	41,898,726	1.14%
Agricultural Bank Financial Assets Investment Co., Ltd. (農銀金融資產投資有限公司)	–	–	31,424,045	1.12%	31,424,045	0.85%
Zhongxin Gaotou Guanggu Tongze (Hubei) Industry Investment Fund Partnership (Limited Partnership)* (中鑫高投光谷同澤(湖北)產業投資基金合夥企業(有限合夥))	–	–	10,474,681	0.37%	10,474,681	0.28%

Shareholders	Number of VOYAH H Shares interested[1]	Approximate % of VOYAH H Shares in issue	Number of VOYAH Domestic Shares interested[1]	Approximate % of VOYAH Domestic Shares in issue	Number of VOYAH Shares interested[1]	Approximate % of VOYAH Shares in issue
Shenzhen Qianhai Hongsheng Venture Capital Services Co., Ltd. * (深圳市前海弘盛創業投資服務有限公司)	–	–	10,474,681	0.37%	10,474,681	0.28%
Hubei High-Quality Development Industry Investment Fund Partnership (Limited Partnership)* (湖北高質量發展產業投資基金合夥企業(有限合夥))	–	–	10,474,681	0.37%	10,474,681	0.28%
Total number of VOYAH Shares in issue [2]	**885,381,529**	**100.00%**	**2,794,618,471**	**100.00%**	**3,680,000,000**	**100.00%**

Notes:

(1) *The aggregate shareholding of Independent H Shareholders in VOYAH as set out above is calculated based on the aggregate shareholding of all Independent H Shareholders (being 2,159,512,000 H Shares as at the Latest Practicable Date), and does not take into account any potential further retention of fractional entitlement to VOYAH Shares by the Company calculated on an individual Independent H Shareholders basis. Therefore, the final aggregate holding of Independent H Shareholders in VOYAH may vary.*

In addition, the figures are calculated on the basis that all fractional entitlements of the Shareholders under the Distribution to be retained by the Company will be converted into VOYAH H Shares. The shareholding figures are subject to any changes based on feedbacks from competent regulatory authorities in respect of the treatment of fractional VOYAH Shares under the Distribution and the Listing by Introduction.

(2) *Taking into account the shareholding of (i) DFM; (ii) DFAM; (iii) Mr. Zhou Wei; and (iv) the Independent H Shareholders on an aggregated basis, the Company will retain 566 VOYAH H Shares as fractional entitlement of the Shareholders immediately upon the completion of the Distribution and the Listing by Introduction. Such 566 VOYAH H Shares have been included in the total number of VOYAH H Shares of 885,381,529 in the table above for illustrative purposes.*

(3) *Shareholding percentages are subject to rounding adjustments and may not add up to the aggregate figures shown, or to 100%.*

Section conclusion

As shown in the above tables, assuming no change in the Shares in issue of the Company on or before the Latest Practicable Date:

- the shareholding of the Independent H Shareholders in terms of the total H shares in issue of the Company or VOYAH will remain unchanged before or after the Proposed Transactions becoming effective (i.e. approximately 86.65%); and

- the shareholding of the Independent H Shareholders in terms of the total shares in issue will reduce from approximately 26.17% in the Company before the Proposed Transactions becoming effective to approximately 20.85% in VOYAH after the Proposed Transactions becoming effective.

We note that upon the Proposed Transactions becoming effective, the percentage shareholding of Independent H Shareholders in VOYAH will inevitably be lower than their current percentage shareholding in the Company due to (i) a bigger shareholders' base of VOYAH (as a result of the VOYAH Company Reformation and the Proposed Transactions); and (ii) partial realisation of their investments in the Company for cash at the Cancellation Price.

8. POTENTIAL FINANCIAL IMPLICATIONS TO THE H SHAREHOLDERS AS A RESULT OF THE COMPLETION OF THE MERGER AND DISTRIBUTION

8.1 Earnings

According to the Company 2024 Annual Report, the audited consolidated net profit attributable to owners of the Group for the year ended 31 December 2024 was approximately RMB58 million. Based on the total number of 8,252,588,000 Shares in issue as at the Latest Practicable Date, this translates to a basic earnings per Share for the year ended 31 December 2024 of approximately RMB0.70 cents.

Based on the Listing Document, VOYAH Group has recorded a net profit attributable to its parent of approximately RMB1,017.4 million for the year ended 31 December 2025. Based on the total number of 3,680,000,000 VOYAH Shares in issue (assuming the completion of the Proposed Transactions), this translates to a profit per VOYAH Share of approximately RMB27.65 cents.

The Group's profitability has declined over recent years as shown in the section headed "1.2 Historical financial performance of the Group" above. VOYAH Group, while was still loss-making in FY2023 and FY2024, has demonstrated consistent financial improvement and recorded a profit in FY2025. The Proposed Transactions, which involve H Shareholders becoming direct holders of VOYAH H Shares, do not increase investment risk. As VOYAH is already a core component of the Group's strategic focus, the transition offers H Shareholders direct exposure to a more focused and growth-oriented platform without compromising investment quality.

8.2 Net asset value

According to the Company 2025 Interim Report, the unaudited consolidated net assets of the Group attributable to owners of the Company was approximately RMB148,491 million as at 30 June 2025. Based on the total number of 8,252,588,000 Shares in issue as at the Latest Practicable Date, this translates to an unaudited net asset value per Share of approximately RMB17.99.

According to the Listing Document, the audited consolidated net assets of the VOYAH Group was approximately RMB10,561 million as at 31 December 2025. Based on the total number of 3,680,000,000 VOYAH Shares in issue (assuming the completion of the Proposed Transactions), this translates to an audited net asset value per VOYAH Share of approximately RMB2.87.

Based on the pro forma financial information of the VOYAH Group as set out in Appendix VII to the Composite Document, assuming the Proposed Transactions had taken place on 31 December 2025, the pro forma net assets of the VOYAH Group as at 31 December 2025 would be approximately RMB10,516 million (being the sum of VOYAH Group's unaudited pro forma adjusted consolidated net tangible assets of approximately RMB3,640 million and intangible assets of approximately RMB6,876 million as at 31 December 2025). This translates to a pro forma net asset value per VOYAH Share of approximately RMB2.86 based on the total number of 3,680,000,000 issued VOYAH Shares, which remained stable compared to the audited net asset value per VOYAH Share as at 31 December 2025 of approximately RMB2.87.

After taking into account the Share Distribution Ratio of 0.3552608 VOYAH H Shares for every H Share under the Proposed Transactions, the underlying net asset value of 0.3552608 VOYAH H Shares for every H Share to be cancelled under the Proposed Transactions would be approximately RMB1.02. For illustration only, aggregating this with the Cancellation Price of HK$6.68 (equivalent to approximately RMB6.03) would amount to approximately RMB7.05.

For further analysis from the perspective of net asset value, please refer to the section headed "6.5 Underlying asset value of the Aggregate Consideration against the NAV attributable to owners of the Company" above.

9. PRIVATISATION PRECEDENTS

We are of the view that past privatisation transactions of companies listed on the Stock Exchange are not relevant for our assessment of the fairness and reasonableness of the Merger and the Distribution considering these companies are from different industries, which therefore have different market fundamentals and prospects compared to those faced by the Group at this moment. In addition, the fact that the past privatisation transactions were conducted at periods of different economic, industry, and financial market cycles, and depending on the outlook at that point in time, will result in different considerations for their respective shareholders at that time. There are also variations in terms of scale of operations, financial performance and position, as well as trading prospects, and hence differences in risk premiums afforded by the market. We also noted that most of the past privatisation transactions involved cash-only transactions. Accordingly, we consider that the analysis in other sections in this letter to be more directly relevant for the Independent H Shareholders to make an informed assessment on the fairness and reasonableness of the Merger and the Distribution.

RECOMMENDATIONS

In summary, we have considered the below factors and reasons in arriving at our conclusion and recommendations regarding the Merger and the Distribution.

(a) Our analysis in the section headed "**1.2 Historical financial performance of the Group**" shows that, while the Group's revenue and gross profit margins improved from FY2022 to 1H2025, underpinned to a certain extent by its NEV focus, its overall profitability was adversely affected by a decrease in its share of profits and losses from joint ventures and higher selling and distribution expenses. This led to a substantial decline from the FY2022 profit of around RMB10 billion to a loss or nominal profit from FY2023 through 1H2025.

(b) Our analysis in the section headed "**2.2 Historical financial performance of the VOYAH Group**" shows that the VOYAH Group's revenue had substantially increased underpinned by the growth of its NEV business from FY2023 to FY2025. As economies of scale could be achieved along with rising revenue, the VOYAH Group's financial performance had improved from losses of RMB1,496 million in FY2023, to profit of RMB1,017 million in FY2025.

(c) Our observations in the sections headed "**1.3 Historical dividends of the Company**" and "**2.3 Dividend policy**" show that, while the Company has maintained consistent dividend payout over the past 20 years since its listing on the Stock Exchange, in the case of VOYAH, the timing and likelihood of future dividend declarations remain uncertain. From the perspective of regular dividend payout, the absence of clear indications of timing and level of dividend payout by VOYAH may be a disadvantage to the H Shareholders for owning the VOYAH H Shares compared to owning the Shares prior to the Merger and Distribution; however, viewing holistically together with all the factors set out in this letter, the Merger and the Distribution firstly offer a portion of immediate cash returns to H Shareholders, while secondly providing H Shareholders direct exposure to a dynamic and promising NEV sector (with potential for long-term value creation).

(d) As detailed in the section headed "**4. Industry development and outlook of the Group (including the VOYAH Group)**", China's automotive industry has achieved steady growth in recent years, with the NEV segment garnering particular prominence. The privatisation of the Company and the separate listing of VOYAH, which reflects a shift in focus of the Company toward the emerging NEV segment, is in line with industry trends. Given the Group's overall performance which has fallen short of expectations viz a viz VOYAH's rapidly growing NEV business notwithstanding the challenges VOYAH faces, we are of the view that H Shareholders owning VOYAH Shares after the Merger and the Distribution do not materially change their investment risks. At the same time, the Merger and the Distribution provide H Shareholders with an opportunity to directly participate in VOYAH's potential upside, rather than remaining invested in a broader conglomerate with a more uncertain outlook and declining profitability.

(e) As detailed in the section headed "**5. Reasons and benefits of the Distribution, the Merger and the Listing By Introduction**", the Proposed Transactions (i) support DFM's strategic shift toward NEV development and address the issue of the Company's undervalued H Shares; and (ii) offer clearer investment opportunities and chance to benefit directly from VOYAH's future potential along with immediate cash returns for H Shareholders. In addition, VOYAH's listing will also enhance its own funding access, global visibility, long-term growth and corporate governance.

(f) Our independent assessment as set out in the section headed "**6.1 Assessment of the Aggregate Theoretical Amount per H Share**" shows that the Aggregate Theoretical Amount per H Share is fairly and reasonably derived.

(g) The Aggregate Theoretical Amount per H Share is higher than the closing prices of the H Shares during the entire Review Period, and that it represents a substantial premium of approximately 103.2% over the average of closing prices of the H Shares during the Review Period, as detailed in the section headed "**6.4 Historical price performance of the H Shares**". In addition, the Cancellation Price of HK$6.68 per H Share itself is already higher than the closing prices of the H Share during the Pre-Announcement Period.

(h) From an underlying asset value comparison perspective as detailed in the section headed "**6.5 Underlying asset value of the Aggregate Consideration against the NAV attributable to owners of the Company**", the underlying asset value of the Aggregate Consideration is lower than the underlying asset value per Share. This stems from the fact that the H Shares have been consistently trading at discounts to its NAV, such as during the Review Period. In addition, as discussed in the section headed "**6.1.2 Assessment methodology**", book value is considered less important when considering value of companies in fast-growing industries such as the NEV segment.

(i) As detailed in the section headed "**6.6 Historical liquidity of the H Shares**", although the average daily trading volume of H Shares was moderately active during the Review Period, there were certain months when the trading volume was relatively inactive. The Aggregate Theoretical Amount per H Share provides an opportunity for the Independent H Shareholders to dispose of, for cash, a portion of their H Shares (being the portion represented by the Cancellation Price) at a fixed price substantially higher than the average H Share price during the Review Period without disturbing the market price of the H Shares.

(j) The comparable analysis based on commonly adopted parameters and selection criteria as detailed in the section headed "**6.7 Comparable analysis**" shows that (i) the implied P/S Ratio based on the Aggregate Theoretical Amount per H Share is higher than the Comparables' P/S Ratios range; and (ii) the implied P/B Ratio is within the Comparables' P/B Ratios range, despite lower than the mean and median.

In light of the above, on balance, we (i) are of the opinion that the terms of the Merger and the Distribution are fair and reasonable; and (ii) recommend the Independent Board Committee to recommend the Independent H Shareholders to vote in favour of the resolution(s) in relation to the Merger and the Distribution at the EGM and the H Shareholders' Class Meeting (as applicable).

As different Independent H Shareholders would have different investment criteria, objectives or risk appetite and profiles, we recommend any Independent H Shareholders who may require advice in relation to any aspect of the Composite Document, or as to the action(s) to be taken, to consult a licensed securities dealer, bank manager, solicitor, professional accountant, tax adviser or other professional adviser.

Independent H Shareholders are reminded that they should make their decisions to dispose of or retain their investments, having regard to their own circumstances and investment objectives and are reminded to closely monitor the market price and liquidity of the H Shares during the Offer Period, and they may consider selling their H Shares in the open market, where possible, if the net proceeds (after deducting all transaction costs) on a per H Share basis exceed the Aggregate Theoretical Amount per H Share.

Yours faithfully,
For and on behalf of
Altus Capital Limited

Jeanny Leung
Responsible Officer

Chang Sean Pey
Responsible Officer

*Ms. Jeanny Leung ("**Ms. Leung**") is a Responsible Officer of Altus Capital Limited licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO and permitted to undertake work as a sponsor. She is also a Responsible Officer of Altus Investments Limited licensed to carry on Type 1 (dealing in securities) regulated activity under the SFO. Ms. Leung has over 30 years of experience in corporate finance advisory and the commercial field in Greater China, in particular, she has participated in sponsorship work for initial public offerings and acted as financial adviser or independent financial adviser in various corporate finance advisory transactions.*

*Mr. Chang Sean Pey ("**Mr. Chang**") is a Responsible Officer of Altus Capital Limited licensed to carry on Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO and permitted to undertake work as a sponsor. He is also a Responsible Officer of Altus Investments Limited licensed to carry on Type 1 (dealing in securities) regulated activity under the SFO. Mr. Chang has over 25 years of experience in banking, corporate finance advisory and investment management. In particular, he has participated in sponsorship work for initial public offerings and acted as financial adviser or independent financial adviser in various corporate finance advisory transactions.*