



红日资本有限公司
RED SUN CAPITAL LIMITED

9 December 2025

To: The Independent Board Committee and the Independent Shareholders of Jinke Smart Services Group Co., Ltd.

Dear Sirs,

**REVISED UNCONDITIONAL MANDATORY CASH OFFER BY
CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG
SECURITIES LIMITED FOR AND ON BEHALF OF THE OFFEROR TO
ACQUIRE ALL OF THE OFFER SHARES IN THE COMPANY
AND
PROPOSED WITHDRAWAL OF LISTING OF THE SHARES
OF THE COMPANY**

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Revised Offer (including the election of the Rollover Option) and the voting on the Delisting Resolution. The Offeror has introduced an Enhanced Offer Price under the Revised Offer, which will only become payable if both Delisting Conditions are satisfied. If the Delisting Resolution is approved and the Delisting Acceptance Condition is satisfied, Offer Shareholders who accept the Revised Offer will be entitled to receive the Enhanced Offer Price, further details of which are set out in the Revised Composite Document dated 9 December 2025, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Revised Composite Document unless the context otherwise requires.

Immediately before the completion of the Auction Shares Transfer, the Offeror and its Concert Parties hold a total of 226,048,971 Shares, representing approximately 37.86% of the total issued share capital of the Company. 107,797,875 Auction Shares, representing approximately 18.05% of the total issued share capital of the Company, owned by Jinke

Property, a substantial Shareholder, were subject to a public auction conducted by the Administrator of Jinke Property under the supervision of Chongqing Fifth Intermediate People's Court. The auction of the Auction Shares (the "**Auction**") was to satisfy partial repayment of the debt owed by Jinke Property to the Offeror under the Jinke Property Facility Agreement pursuant to the Enterprise Bankruptcy Law of the PRC and other applicable law and regulation. The Auction Shares were previously pledged by Jinke Property in favour of the Offeror, a creditor of Jinke Property. The total debt owed by Jinke Property to the Offeror, including principal and interest, amounts to RMB4,696,588,363.39.

The Auction took place between 29 March 2025 to 30 March 2025 through the Auction Platform.

On 30 March 2025:

- (a) the Offeror won the Auction at the aggregate bid price of RMB666,835,067.60 (equivalent to HK\$717,976,536.28, based on the Applicable PBOC RMB:HKD Exchange Rate) for the Auction Shares, which represents a consideration of RMB6.19 per Auction Share (equivalent to HK\$6.67 per Auction Share, based on the Applicable PBOC RMB:HKD Exchange Rate); and
- (b) the Bidding Confirmation was issued to the Offeror.

Following the completion of the Auction Shares Transfer as announced on 19 September 2025, the Offeror and its Concert Parties collectively hold 333,846,846 Shares, representing approximately 55.91% of the Company's total issued share capital. This led to the Offeror making a mandatory unconditional general offer for the remaining Shares in accordance with Rule 26.1 of the Takeovers Code. This Initial Offer was made on 26 September 2025, as detailed in the Initial Composite Document jointly despatched the Offeror and the Company on the same day. The Initial Offer became capable of acceptance from that date.

With reference to the joint announcements issued by the Offeror and the Company dated 17 November 2025 and 5 December 2025, the Revised Offer is made by CICC for and on behalf of the Offeror. The purpose of the revision is to encourage Independent Shareholders to approve the Delisting Resolution and to accept the Revised Offer. The Enhanced Offer Price under the Revised Offer, which will only become payable if both Delisting Conditions are satisfied. If the Delisting Resolution is approved and the Delisting Acceptance Condition is satisfied, Offer Shareholders who accept the Revised Offer will be entitled to receive the Enhanced Offer Price. Nonetheless, Shareholders may elect one of two options, namely (i) Option A: Conditional Acceptance of the Revised Offer, whereby the Offer Shareholder will ONLY sell its Offer Shares to the Offeror at the Enhanced Offer Price if the Delisting Conditions are satisfied; and (ii) Option B: Unconditional Acceptance of the Revised Offer, whereby the Offer Shareholder will sell its Offer Shares to the Offeror at the Base Offer Price and be paid no later than seven (7) Business Days of valid acceptance. In addition, if the Delisting Conditions are satisfied, the Offer Shareholder will receive an additional payment representing the difference between the Base Offer Price and the Enhanced Offer Price through the Make-whole Arrangement.

By electing Option A, the Offer Shareholder's acceptance is conditional upon the satisfaction of the Delisting Conditions. Such Offer Shareholder will only receive the Enhanced Offer Price of HK\$8.69 per Offer Share in cash no later than seven (7) Business Days after the later of (i) satisfaction of the Delisting Conditions, or (ii) the receipt by the Offeror of a valid acceptance from such Offer Shareholder. For the avoidance of doubt, selecting Option A (Conditional Acceptance) does not result in receiving the Base Offer Price only, nor does it lead to a sale under the Revised Offer if the Delisting Conditions are not satisfied. The Option A will lapse automatically if either (i) the Delisting Acceptance Condition is not satisfied by the final Closing Date, or (ii) the Delisting Resolution is not approved at the EGM, whichever occurs earlier. In such case, all relevant share certificates and title documents submitted by such Offer Shareholder will be returned.

By selecting Option B, Offer Shareholder accepts the Revised Offer unconditionally and who will be paid as follow:

- (i) if an Offer Shareholder selects Option B before the satisfaction of the Delisting Conditions:
 - (a) such Offer Shareholder will be paid the Base Offer Price of HK\$6.67 per Offer Share in cash no later than seven (7) Business Days of valid acceptance;
 - (b) if the Delisting Conditions are subsequently satisfied on or before the final Closing Date, the Offer Shareholder will receive an additional payment of HK\$2.02 per Offer Share through the Make-whole Arrangement no later than seven (7) Business Days after the satisfaction of the Delisting Conditions, resulting in a total consideration of HK\$8.69 per Offer Share; and
 - (c) if the Delisting Conditions fail to be satisfied on or before the final Closing Date, Offer Shareholder who elected Option B will have sold their Shares to the Offeror at the Base Offer Price without the benefit of the Make-whole Arrangement;
- (ii) if an Offer Shareholder selects Option B after the satisfaction of the Delisting Conditions, such Offer Shareholder will be paid the Enhanced Offer Price of HK\$8.69 per Offer Share no later than seven (7) Business Days after the receipt by the Offeror of a valid acceptance from such Offer Shareholder.

For the avoidance of doubt, Conditional Acceptances (under Option A) and Unconditional Acceptances (under Option B) will BOTH count towards the satisfaction of the Delisting Acceptance Condition and will both entitle the Offer Shareholders to the Rollover Option (i.e., being entitled to subscribe for Top Yingchun Investment IV Shares in cash) if the Delisting Conditions are satisfied on or before the final Closing Date. Further details of the revised proposal for the Revised Offer are set out in the Letter from CICC in the Revised Composite Document.

Key changes to the Initial Offer are summarised as follows:

(a) Enhanced Offer Price

The Offeror has introduced an Enhanced Offer Price, which will only become payable if both Delisting Conditions are satisfied. If the Delisting Resolution is approved and the Delisting Acceptance Condition is satisfied, Offer Shareholders who accept the Offer will be entitled to receive the Enhanced Offer Price. For Offer Shareholders whose tendered Shares having been accepted by the Offeror and the Base Offer Price has been paid (either under the Initial Offer or the Revised Offer), the difference between the Base Offer Price and the Enhanced Offer Price will be settled no later than 7 Business Days after the date on which both Delisting Conditions are satisfied. If the Delisting Resolution is not approved and/or the Delisting Acceptance Condition is not satisfied, the Offer Shareholders who accept the Offer will only be entitled to receive the Base Offer Price.

(b) Rollover Option

In addition, if both Delisting Conditions are satisfied and after the Enhanced Offer Price has been paid, Offer Shareholders who have accepted the Revised Offer (regardless of whether they tendered their acceptance before or after the Delisting Conditions were met) will be offered a Rollover Option. This option allows them to reinvest part or all of the cash consideration received under the Enhanced Offer Price by subscribing for shares in Top Yingchun Investment IV. Top Yingchun Investment IV wholly owns both the Offeror and Thematic Bridge, after completion of the reorganization, which will occur immediately upon satisfaction of both Delisting Conditions.

For further details, please refer to the Revised Composite Document.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors, namely Ms. Xiao Huilin, Ms. Yuan Lin and Mr. Tung Woon Cheung Eric, has been established to advise the Independent Shareholders in respect of the Revised Offer (including the election of the Rollover Option) and the voting on the Delisting Resolution. Red Sun Capital Limited has been appointed by the Board with the approval of the Independent Board Committee as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in the same regard.

OUR INDEPENDENCE

As at the Latest Practicable Date, we were independent from and not connected with the Company, the Offeror and its concert parties, Jinke Property and their respective shareholders, directors or chief executives, or any of their respective associates. Accordingly, we are qualified to give independent advice to the Independent Board Committee and the Independent Shareholders regarding the Revised Offer.

In the last two years, save for this appointment and our appointment as the independent financial adviser of the Company for each of the following, namely, (a) the continuing connected transactions and the revised annual caps under the supplemental agreement to the 2022 master property management services agreement and the discloseable and connected transactions in relation to the debt settlement agreement, details of which are set out in the circular of the Company dated 27 March 2024; (b) major and connected transaction in relation to the debt settlement mandate, details of which are set out in the circular of the Company dated 29 November 2024; (c) the mandate for the Group (as one of the debtors) to participate in the debt restructuring schemes of Chongqing Jinke Real Estate Development Co., Ltd., being a subsidiary of Jinke Property Group Co., Ltd. (as the creditor), and Jinke Property Group Co., Ltd. (as the creditor) in February 2025, of which did not require the Company's independent shareholders' approval at the end and thus the Company did not issue a circular in this connection; and (d) the Initial Offer made by CICC for and on behalf of the Offeror, details of which are set out in the Initial Composite Document dated 26 September 2025, we have not acted as an independent financial adviser to the independent board committee of the Company and/or the Independent Shareholders.

Apart from normal professional fees paid or payable to us in connection with this appointment as the independent financial adviser and the engagement as stated above as the independent financial adviser, no arrangements exist whereby we have received or will receive any fees or benefits from the Group or any other parties that could reasonably be regarded as relevant to our independence. In addition, having considered that (i) remuneration for our independent financial adviser engagement in relation to the Revised Offer is fixed and at market level, and is not conditional upon the outcome of the Revised Offer; (ii) no arrangement exists whereby we shall receive any fees or benefits from the Company (other than our said remuneration) 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 and have no connection with the Company and the Offeror, their respective controlling shareholders and any parties acting in concert with any of them, we consider that we are independent from the Group pursuant to Rule 13.84 of the Listing Rules and Rule 2 of the Takeovers Code.

BASIS OF OUR OPINION AND RECOMMENDATION

In formulating our advice, we have relied on the statements, information, opinions and representations contained or referred to in the Revised Composite Document and the information and representations provided to us by the Group, the Directors and/or senior management of the Company (the “**Management**”). We have assumed that all information, representations and opinions contained or referred to in the Revised Composite Document or made, given or provided to us by the Company, the Directors, the Management and the Administrator, for which they are solely and wholly responsible, were true and accurate and complete in all material respects at the time when they were made and continue to be so as at the Latest Practicable Date. We have assumed that all the opinions and representations made by the Directors in the Revised Composite Document have been reasonably made after due and careful enquiry. The Directors and the Management confirmed that no material facts have been

omitted from the information provided and referred to in the Revised Composite Document. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. The Company will notify the Shareholders of any material changes to information contained or referred to in the Revised Composite Document as soon as practicable in accordance with Rule 9.1 of the Takeovers Code. The Shareholders will also be informed as soon as practicable when there is any material changes to the information contained or referred to herein as well as changes to our opinion, advice and/or recommendation, the information and representations provided and made to us and the information contained in this letter, if any, after the Latest Practicable Date as soon as possible.

We have not, however, carried out any independent verification of the information provided, nor have we conducted any independent investigation into the financial position, business and affairs of the Group, Top Yingchun Investment IV and, where applicable, their respective shareholder(s) and subsidiaries or affiliates, and their respective history, experience and track records, or the prospects of the markets in which they respectively operate.

We consider that we have been provided with sufficient information to enable us to reach an informed view and to provide a reasonable basis for our advice. We have no reason to doubt the truth, accuracy and completeness of the statements, information, opinions and representations provided to us by the Group, the Directors and/or the Management and their respective advisers or to believe that material information has been withheld or omitted from the information provided to us or referred to in the aforesaid documents.

We have not considered the tax and regulatory implications on the Independent Shareholders of acceptance or non-acceptance of the Revised Offer since these depend on their individual circumstances. In particular, the Independent Shareholders who are resident overseas or subject to overseas taxes or Hong Kong taxation on securities dealings should consider their own tax positions, and if in any doubt, should consult their own professional adviser.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely for their consideration in respect of the Revised Offer, and except for its inclusion in the Revised Composite Document, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent. In the event of inconsistency, the English text of this letter shall prevail over the Chinese translation of this letter.

PRINCIPAL TERMS OF THE REVISED OFFER

Base Offer Price and Enhanced Offer Price

The Revised Offer is made by CICC for and on behalf of the Offeror on the following basis:

Base Offer Price for each Offer Share **HK\$6.67 in cash**

OR

Enhanced Offer Price for each Offer Share, payable only if each of the following conditions is satisfied: **HK\$8.69 in cash**

(1) the Delisting Resolution is approved at the EGM; and

(2) the Delisting Acceptance Condition is satisfied

As set out in the Revised Form of Acceptance, Shareholders may elect one of two options below:

- **Option A (Conditional Acceptance of the Revised Offer):** By selecting this option, your acceptance is conditional upon both Delisting Conditions being satisfied. Your tendered Shares will count towards the Delisting Acceptance Condition, but payment of the Enhanced Offer Price will only be made if both Delisting Conditions are met. If they are not met, your acceptance will lapse.
- **Option B (Unconditional Acceptance of the Revised Offer):** By selecting this option, you accept the Revised Offer unconditionally. You will be paid the Base Offer Price no later than seven (7) Business Days of a valid acceptance. You will remain entitled to the Make-whole Arrangement if the Delisting Conditions are later satisfied.

The Offeror acquired the Auction Shares at the aggregate bid price of RMB666,835,067.60 (equivalent to HK\$717,976,536.28, based on the Applicable PBOC RMB:HKD Exchange Rate) for the Auction Shares, which represents a consideration of RMB6.19 per Auction Share (equivalent to HK\$6.67 per Auction Share, based on the Applicable PBOC RMB:HKD Exchange Rate).

As at the Latest Practicable Date, the Company has 597,088,700 Shares in issue. The Company does not have any outstanding options, warrants or derivatives or securities which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

The Revised Offer is extended to all holders of the Offer Shares in accordance with the Takeovers Code. The Offer Shares to be acquired under the Revised Offer shall be fully paid and free from all Encumbrances and together with all rights and benefits attaching to them as at the date of the Revised Composite Document or subsequently becoming attached to them, including but not limited to the right to receive all dividends, distributions and any return of capital, if any, which may be paid, made or declared or agreed to be made or paid by reference to a record date on or after the date on which the Revised Offer is made, being the date of the Revised Composite Document.

In accordance with Rule 16.1 of the Takeovers Code, the benefit of the Revised Offer will be available to any Offer Shareholder who has previously accepted the Initial Offer by the Make-whole Arrangement. The execution of Initial Form of Acceptance by or on behalf of any Offer Shareholder who has previously accepted the Initial Offer shall be deemed to constitute acceptance of the Revised Offer and no further action is required to be taken by such Offer Shareholders unless such holder becomes entitled to withdraw his or her acceptance and duly does so as permitted under the Takeovers Code and in accordance with the terms set out in the Initial Composite Document.

For Shareholders whose tendered Shares having been accepted by the Offeror and the Base Offer Price has been paid (either under the Initial Offer or the Revised Offer), the difference between the Base Offer Price and the Enhanced Offer Price will be settled within seven Business Days after the date on which both Delisting Conditions are satisfied under the Make-whole Arrangement.

The Enhanced Offer Price will ONLY be paid if 1) the Delisting Resolution is approved at the EGM; AND 2) the Delisting Acceptance Condition is satisfied.

(I) Approval of Delisting Resolution at the EGM

The Delisting Resolution must be approved by Independent Shareholders at the EGM in accordance with the requirements under the Takeovers Code and the Listing Rules. Specifically, the Delisting Resolution must be subject to:

- approval by at least 75% of the votes attaching to the Disinterested Shares that are cast either in person or by proxy at the EGM; and
- the number of votes cast against the Delisting Resolution being not more than 10% of the votes attaching to all Disinterested Shares as at the Record Date.

For the purpose of determining eligibility to vote on the Delisting Resolution and as announced in the Revised Offer Announcement, the Record Date was Tuesday, 2 December 2025. Independent Shareholders who tendered acceptances of their Offer Share before the Record Date will not be eligible to vote on the Delisting Resolution. Independent Shareholders who have tendered acceptances of their Offer Shares ON or AFTER the Record Date will be eligible to vote on the Delisting Resolution. As at the Record Date, valid acceptances of the

Offer had been received in respect of 44,067,482 Shares (representing approximately 7.38% of the Company's total issued share capital). Accordingly, Independent Shareholders holding a total of 219,174,372 Disinterested Shares (representing approximately 36.71% of the Company's total issued share capital) remain entitled to attend and vote at the EGM.

(II) Satisfaction of the Delisting Acceptance Condition

The proposed delisting of the Company from the Stock Exchange is also subject to the Offeror having received valid acceptances (together with purchases made by the Offeror and persons acting in concert with it from the date of the Initial Announcement) amounting to at least 90% of all Disinterested Shares (i.e., being at least 236,917,669 Disinterested Shares, representing approximately 39.68% of the Company's total issued share capital) in accordance with Note (iii) to Rule 2.2 of the Takeovers Code, given the Company is established in the PRC, where compulsory acquisition rights are not afforded to the Offeror.

As set out in the Revised Form of Acceptance, Shareholders may elect one of two options: namely (i) Option A: Conditional Acceptance of the Revised Offer; or (ii) Option B: Unconditional Acceptance of the Revised Offer, the details of which are further set out under sections headed "Introduction" and "Principal terms of the Revised Offer" in this letter above.

For the avoidance of doubt, Conditional Acceptances (under Option A) and Unconditional Acceptances (under Option B) will BOTH count towards the satisfaction of the Delisting Acceptance Condition and will both entitle the Offer Shareholders to the Rollover Option (i.e., being entitled to subscribe for Top Yingchun Investment IV Shares in cash) if the Delisting Conditions are satisfied on or before the final Closing Date.

As set out in the Revised Composite Document, since the date of the Initial Announcement up to the Latest Practicable Date, the Offeror and its Concert Parties have further acquired 151,865,357 Shares (representing approximately 25.43% of all issued Shares of the Company), consisting of (i) 107,797,875 Shares (representing approximately 18.05% of all issued Shares of the Company) acquired through the Auction Shares Transfer and (ii) 44,067,482 Shares (representing approximately 7.38% of all issued Shares of the Company) which have been tendered for acceptance under the Offer. Accordingly, the Delisting Acceptance Condition will be satisfied if the Offeror receives valid acceptances after the Latest Practicable Date in respect of at least 192,850,187 Shares, representing approximately 32.30% of all issued Shares of the Company, under the Offer.

Total consideration

If either (i) the Delisting Resolution is not approved at the EGM or (ii) the Delisting Acceptance Condition is not satisfied, based on the Base Offer Price of HK\$6.67 and the 267,722,054 Offer Shares in issue as at the Latest Practicable Date, the maximum amount payable by the Offeror under the Revised Offer will be approximately HK\$1,785,706,100.18 (assuming no further Shares are issued).

If both (i) the Delisting Resolution is approved at the EGM and (ii) the Delisting Acceptance Condition is satisfied, based on the Enhanced Offer Price of HK\$8.69 and the 267,722,054 Offer Shares in issue as at the Latest Practicable Date, the maximum amount payable by the Offeror under the Revised Offer (including the payments to the Shareholders who have accepted under the Base Offer Price (either under the Initial Offer or the Revised Offer), before the satisfaction of both Delisting Conditions) will be approximately HK\$2,326,504,649.26 (assuming no further Shares are issued).

Rollover Option

If both Delisting Conditions are satisfied, Shareholders who have accepted the Revised Offer (regardless of whether the acceptance was tendered before or after the Delisting Conditions are satisfied) will be offered the option to reinvest a portion or all of their total cash consideration received under the Enhanced Offer Price into Top Yingchun Investment IV. Top Yingchun Investment IV wholly owns Thematic Bridge and the Offeror, after completion of the reorganization, which will occur immediately upon satisfaction of both Delisting Conditions. In exchange for the reinvested cash consideration, these Shareholders will receive newly issued Top Yingchun Investment IV Shares. Shareholders who want to elect the Rollover Option shall submit the Subscription Form in accordance with the instructions contained therein within seven (7) calendar days following the closing of the Revised Offer and complete the logistics and procedures in relation to the payment of the total subscription price within six (6) months following the date of submitting the Subscription Form, or such later date as may be determined by Top Yingchun Investment IV. A sample of the Subscription Form is set out in Appendix VIII of this Revised Composite Document.

The Offeror will publish a further announcement detailing the specific logistics and procedures for the election of the Rollover Option, including the submission of the Subscription Form and the payment of the reinvestment amount, as soon as practicable after both Delisting Conditions are satisfied.

The newly issued Top Yingchun Investment IV Shares will rank *pari passu* in all respects among themselves and with all other Top Yingchun Investment IV Shares in issue as at the date of the issuance of the newly issued Top Yingchun Investment IV Shares, including the right to receive all future dividends and distributions which may be declared, made or paid by Top Yingchun Investment IV. Evidence of title in the Top Yingchun Investment IV Shares is shown by recording the holders' names and shareholding details in the register of members kept by Top Yingchun Investment IV and/or issuing the share certificates to such holders.

The Rollover Option is conditional upon BOTH (i) the Delisting Resolution is approved at the EGM; AND (ii) the Delisting Acceptance Condition is satisfied.

The Rollover Option offers an opportunity for the existing Shareholders to retain an indirect interest in the Company after the withdrawal of listing of the Shares from the Stock Exchange.

Election of the Rollover Option

If both Delisting Conditions are satisfied, each Shareholder who has accepted the Revised Offer (regardless of whether the acceptance was tendered before or after the Delisting Conditions are satisfied) and who wishes to elect the Rollover Option, must sign a Subscription Form.

For the subscription price of each Top Yingchun Investment IV Share and our relevant analysis, please refer to the section headed “2.8 The Rollover Option” in this letter.

Top Yingchun Investment IV Shares are the shares in Top Yingchun Investment IV, an unlisted investment holding company incorporated in the British Virgin Islands with limited liability. Top Yingchun Investment IV is the parent company of the Offeror. Details of the shareholding structure of the Offeror and Top Yingchun Investment IV are set out in the section headed “Shareholding structure of Top Yingchun Investment IV” in the Letter from CICC of the Revised Composite Document.

Buyback Option for Offer Shareholders who Accepted the Initial Offer

Offer Shareholders who have tendered their acceptances under the Initial Offer before the despatch of this Revised Composite Document and thereby have sold their Shares to the Offeror at the Base Offer Price (i.e. the Tendered Shareholders) did not have the opportunity to elect Option A (Conditional Acceptance).

To ensure all Offer Shareholders are treated even-handedly and similarly pursuant to General Principle 1 of the Takeovers Code, the Offeror will grant the Tendered Shareholders the Buyback Option where the Tendered Shareholders could buyback from the Offeror the Offer Shares that they have tendered and sold to the Offeror under the Initial Offer before the despatch of the Revised Composite Document, at the Base Offer Price of HK\$6.67 per Offer Share, if the Delisting Conditions are not satisfied by the final Closing Date (i.e. the Buyback Option), thereby placing them in the same position as if they had selected Option A (Conditional Acceptance).

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation, we have taken into consideration the following principal factors and reasons:

1. Financial information of the Group and industry outlook

1.1 Historical financial information of the Group

The Group is principally engaged in the provision of space property management services, local catering services, community value-added services¹ and smart living technology solutions in the PRC.

We herewith set out a summary of the financial information of the Group for the six months ended 30 June 2024 and 2025 as extracted from the interim report of the Group for the six months ended 30 June 2025 (the “**2025 Interim Report**”) and the financial information of the Group for the years ended 31 December 2022, 2023 and 2024 as extracted from the annual reports of the Group for the year ended 31 December 2023 (the “**2023 Annual Report**”) and 31 December 2024 (the “**2024 Annual Report**”), respectively:

Summary of the consolidated statement of comprehensive income of the Group extracted from the 2024 Annual Report and the 2025 Interim Report

	For the six months ended 30 June		For the year ended 31 December	
	2025	2024	2024	2023
	RMB'000	RMB'000	RMB'000	RMB'000
	(unaudited)	(unaudited)	(audited)	(audited)
Revenue				
– Residential property services (note 1)	1,746,699	1,775,154	3,343,045	3,457,993
– Enterprise services (note 1)	479,872	523,915	1,002,717	1,146,743
– Other services (note 1 & 2)	108,118	111,086	239,673	375,005
Total Revenue	2,334,689	2,410,155	4,585,435	4,979,741
Cost of sales	(1,877,114)	(1,945,947)	(3,925,421)	(4,051,564)
Gross profit	457,575	464,208	660,014	928,177
Overall gross profit margin	19.6%	19.3%	14.4%	18.6%

¹ Community value-added services mainly comprised (i) home-living services, consisted of community group purchase, household cleaning services, home delivery services and travel services; (ii) community management services, which consisted of management of public resources (leasing of public spaces, for instance), temporary parking services, community media services and parent-child education; (iii) home-decoration services, which consisted of one-stop services including interior furnishing, decoration, sales of home furnishings, renovation of older properties, move-in furnishing services and other services; and (iv) asset operation services, which included rental, sale and marketing service for new homes, second-hand homes and parking spaces, and commercial operation services.

	For the six months ended 30 June		For the year ended 31 December	
	2025	2024	2024	2023
	RMB'000	RMB'000	RMB'000	RMB'000
	(unaudited)	(unaudited)	(audited)	(audited)
Gross profit margin:				
– Residential property services	22.1%	21.7%	16.5%	19.8%
– Enterprise services	12.2%	13.9%	9.6%	13.7%
– Other services (note)	11.7%	5.0%	5.4%	22.6%
<i>Key income and expenses components</i>				
Net impairment losses on financial assets	(175,485)	(332,787)	(556,556)	(1,470,565)
Other income	25,288	29,579	55,852	149,703
Other losses – net	(11,167)	(35,456)	(64,748)	(166,354)
Profit/(Loss) before income tax	100,359	(184,646)	(546,798)	(1,119,545)
Profit/(Loss) and total comprehensive income for the period/year attributable to owners of the Company	65,020	(194,430)	(587,302)	(951,038)

Note: Other services provided by the Group to customers primarily comprised of: (i) hotel management services; (ii) catering supply chain services (e.g. food supply chain services for items such as rice, flour, grain and oil); (iii) asset operation services, which primarily include sale and marketing service for new homes, second-hand homes and parking spaces, and commercial operation services; and (iv) smart living technology solutions, such as digital and intelligent technology solutions to property management companies, external clients like enterprises and public institutions, and property developers.

Financial performance for the six months ended 30 June 2025 (the “1H2025”) and the six months ended 30 June 2024 (the “1H2024”)

Based on the 2025 Interim Report, the Group derived its revenue from three business lines, namely (a) residential property services; (b) enterprise services; and (c) other services, during 1H2025. Revenue of the Group was broadly stable at approximately RMB2,410.2 million for 1H2024 and approximately RMB2,334.7 million for 1H2025, the fluctuation was mainly attributable to the slight decrease in overall gross floor area (“GFA”) under management of the Group from approximately 209.5 million metre square (“sq.m.”) as at 30 June 2024 to approximately 203.3 million sq.m. as at 30 June 2025. Residential property services was the largest business line by revenue for both 1H2025 and 1H2024, representing over 70% of total revenue, followed by enterprise services and other services, respectively.

Gross profit of the Group for 1H2025 amounted to approximately RMB457.6 million, which is largely in line with approximately RMB464.2 million for 1H2024. The gross profit margin of the Group for 1H2025 at approximately 19.6% was in line with that

of the gross profit margin for 1H2024 at approximately 19.3%. The largest revenue generating business of the Group for 1H2025 was its residential property services, contributed a gross profit of approximately RMB386.2 million with a gross profit margin of approximately 22.1% for 1H2025, being similar to the gross profit recorded for 1H2024 of approximately RMB385.6 million at a gross profit margin of approximately 21.7%. As for the enterprise services of the Group, gross profit decreased from approximately RMB73.0 million for 1H2024 to approximately RMB58.7 million for 1H2025, as well as a slight decrease in gross profit margin from approximately 13.9% for 1H2024 to approximately 12.2% for 1H2025, which was mainly attributable to the Group strategically scaled down and exited from low-quality projects resulting from the Group's proactive withdrawal from certain negative contribution projects that led to an increase in one-off expenses in relation to early termination of contracts which the Company confirmed that such caused a negative net effect on the gross profit margin. As the result of these one-off expenses, the Group recorded decrease in the gross profit margin for its enterprise services for 1H2025. The Group also recorded increase in gross profit from other services from approximately RMB5.6 million for 1H2024 to approximately RMB12.7 million for 1H2025 as well as a higher gross profit margin, which was mainly attributable to the increase in revenue from smart living technology solutions provided by the Group combined with cost reductions, particularly the decrease in employee expenses, carried out by the Group.

The Group recorded profit before income tax of approximately RMB100.4 million for 1H2025 compared to the loss before income tax of approximately RMB184.6 million for 1H2024. Such movement was mainly attributable to (a) the decrease in the net impairment losses on financial assets of approximately RMB157.3 million or 47.3% from approximately RMB332.8 million for 1H2024 to approximately RMB175.5 million for 1H2025, primarily attributable to the decrease in the provision for impairment loss of the outstanding receivables, based on assessment of the expected credit loss ("ECL") assessed by the Management after considering the restructuring progress of the subject developer, namely, Jinke Property Group Co., Ltd. (金科地產集團股份有限公司), being a substantial Shareholder immediately prior to the completion of the Auction Shares Transfer and the decrease in credit impairment of trade receivables and other receivables; and (b) the decrease in the administrative expenses of approximately RMB127.6 million or 41.9% from approximately RMB304.3 million for 1H2024 to approximately RMB176.7 million for 1H2025, primarily due to the implementation of cost reductions and no new stock-based incentives were issued to senior employees for 1H2025, which reduced the Group's employee benefit expenses from approximately RMB985.8 million for 1H2024 to approximately RMB821.4 million for 1H2025.

Financial performance for the year ended 31 December 2023 (the "FY2023") and the year ended 31 December 2024 (the "FY2024")

It is noted that with the implementation of the Group's operating policy of focusing on its principal businesses and its strategy in 2024, the Group has adjusted its business lines and its presentation in the 2024 Annual Report, this presentational change of

business lines will continue into the future annual report disclosure, namely, (a) classified the original space property management services and community value-added services into “residential property services” and “enterprise services” according to the service formats of the projects; (b) consolidated the original group catering business of the local catering services into enterprise services to further strengthen the advantages of integrated facility management services; and (c) the scope of “other services” was expanded to include other non-core businesses, representing smart living technology solutions, to enhance the concentration of service resources. After the adjustment, the Group’s revenue in 2024 were represented in three major business lines, namely, (a) residential property services; (b) enterprise services; and (c) other services.

Based on the 2024 Annual Report, the Group derived its revenue from three business lines, namely (a) residential property services; (b) enterprise services; and (c) other services, during FY2024. Revenue of the Group decreased by approximately RMB394.3 million or 7.9% from approximately RMB4,979.7 million for FY2023 to approximately RMB4,585.4 million for FY2024, which was mainly attributable to the general decrease in revenue for each of its business lines as the overall GFA under management decreased from approximately 211.7 million sq.m. for FY2023 to approximately 207.4 million sq.m. for FY2024. Residential property services was the largest business line by revenue for both FY2024 and FY2023, representing approximately 72.9% and 69.5% of the Group’s total revenue, followed by enterprise services (representing approximately 21.9% and 23.0% of the Group’s total revenue) and other services (representing approximately 5.2% and 7.5% of the Group’s total revenue), respectively.

Gross profit of the Group for FY2024 amounted to approximately RMB660.0 million, represented a decrease of approximately 28.9% from approximately RMB928.2 million for FY2023, which was primarily attributable to (a) decrease in overall revenue of the Group as set out in the preceding paragraph; (b) a decrease in gross profit margin of the then largest revenue generated business, being the Group’s residential property services, from approximately 19.8% for FY2023 to approximately 16.5% for FY2024; (c) a decrease in gross profit margin of enterprise services from approximately 13.7% for FY2023 to approximately 9.6% for FY2024; and (d) a decrease in gross profit margin of other services from approximately 22.6% for FY2023 to approximately 5.4% for FY2024. The movement in the gross profit margin of residential property services of the Group was primarily attributable to an increase in costs of sales recorded in FY2024 as a result of its withdrawal from certain negative contribution projects and the Group also increased its investment in the maintenance and quality improvement of high-quality existing projects. The movement in the gross profit margin of enterprise services was primarily attributable to (a) the Group strategically scaled down and exited from certain projects with negative contribution, which led to one-off expenses in relation to early termination of the contracts which the Company confirmed that such caused a negative net effect on the gross profit margin; and (b) the increase in amortisation expenses under cost of sales in relation to intangible assets arose from mergers and acquisitions and capital investments in previous years. The movement in the gross profit margin of other services was primarily attributable to the Group’s strategic adjustment, focusing on its residential

property services and strategically scaling back other services businesses, which led to the decrease in both gross profit margin and gross profit given the strategic scaled down led to a lower contribution towards the gross profit and that the fixed costs of the Group remained largely stable, e.g. amortisation expenses as mentioned under (b) above, also caused a lower gross profit margin.

The Group recorded loss before income tax of approximately RMB546.8 million for FY2024 compared to approximately RMB1,120.0 million for FY2023, representing a reduction in loss before income tax of approximately RMB572.7 million. Such movement was mainly attributable to the net effects of (a) the decrease in net impairment losses on financial assets, primarily attributable to the decrease in ECL of the subject receivables (including trade receivables, loan receivables, other receivables and finance lease receivables) assessed under the Group's ECL model in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs"), from approximately RMB1,470.6 million for FY2023 to approximately RMB556.6 million for FY2024; (b) the decrease in other losses – net from approximately RMB166.4 million for FY2023 to approximately RMB64.7 million for FY2024, mainly due to the year-on-year decrease in impairment of goodwill assessed based on the HKFRSs of approximately RMB86.2 million; which was partially offset by (c) the decrease in gross profit as set out in the preceding paragraph; and (d) the decrease in other income from approximately RMB149.7 million for FY2023 to approximately RMB55.9 million for FY2024, which was primarily attributable to the year-on-year reduction in interest income from loans to Jinke Property Group of approximately RMB90.0 million.

Summary of the consolidated statement of comprehensive income of the Group extracted from the 2023 Annual Report

	For the year ended	
	31 December	
	2023	2022
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(audited)</i>	<i>(audited)</i>
Revenue		
– Space property management services	4,092,028	4,101,158
– Local catering services	513,894	487,931
– Community value-added services	317,069	332,851
– Smart living technology solutions	56,750	83,119
	<hr/>	<hr/>
Total Revenue	4,979,741	5,005,059
	<hr/>	<hr/>

	For the year ended	
	31 December	
	2023	2022
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(audited)</i>	<i>(audited)</i>
Cost of sales	(4,051,564)	(4,061,857)
Gross profit (note)	928,177	943,202
<i>Key income or expenses</i>		
Net impairment losses on financial assets	(1,470,565)	(2,152,408)
Other income	149,703	44,147
Other losses – net	(166,354)	(307,250)
Loss before income tax	(1,119,545)	(2,001,393)
Loss and total comprehensive income for the year		
attributable to owners of the Company	(951,038)	(1,818,545)

Note: The overall gross profit margin of the Group was approximately 18.6% and 18.8% for FY2023 and FY2022, respectively.

Financial performance for the year ended 31 December 2022 (the “FY2022”) and FY2023

Based on the 2023 Annual Report, the Group derived its revenue from four business lines, namely (a) space property management services; (b) local catering services; (c) community value-added services; and (d) smart living technology solutions, during FY2023. Revenue of the Group decreased by approximately RMB25.3 million or 0.5% from approximately RMB5,005.1 million for FY2022 to approximately RMB4,979.7 million for FY2023, which was mainly attributable to the decrease in revenue for the value-added services to non-property owners of approximately RMB270.1 million or 63.5% which was primarily due to the impacts of the then continuous challenging operating environment of the PRC’s real estate market and thus the Group has been more stringent in assessing the credit worthiness of the counterparties, as a result reduced the number of projects undertaken by the Group during FY2023, which offset by the increase in revenue for the property management services of approximately RMB261.0 million or 7.1% which was primarily driven by the Group’s business expansion and the GFA under management for FY2023 increased for approximately 48.8 million sq.m.. Space property management services was the largest business line by revenue for both FY2023 and FY2022, followed by local catering services, community value-added services and smart living technology solutions, respectively.

Gross profit of the Group for FY2023 amounted to approximately RMB928.2 million, decreased slightly by approximately 1.6% compared to that of FY2022 of approximately RMB943.2 million.

The Group also recorded loss before income tax of approximately RMB1,119.5 million for FY2023 compared to the loss before income tax of approximately RMB2,001.4 million for FY2022. Such movement was mainly attributable to the net effects of (a) the abovementioned decrease in revenue; (b) the decrease in net impairment losses on financial assets, primarily attributable to the decrease in ECL of the subject receivables (including trade receivables, loan receivables, other receivables and finance lease receivables and bill receivables) assessed under the Group's ECL model in accordance with the HKFRSs, from approximately RMB2,152.4 million for FY2022 to approximately RMB1,470.6 million for FY2023; (c) the decrease in other losses – net from approximately RMB307.3 million for FY2022 to approximately RMB166.4 million for FY2023, mainly due to the year-on-year decrease in impairment of goodwill assessed based on the HKFRSs of approximately RMB145.7 million; and (d) the increase in other income, which mainly comprised of interest income from loans to Jinke Property Group, from approximately RMB44.1 million for FY2022 to approximately RMB149.7 million for FY2023. Such movement was primarily attributable to the year-on-year increase in interest income from loans to Jinke Property Group of approximately RMB106.0 million.

Summary of the consolidated statement of financial position of the Group extracted from the 2024 Annual Report and 2025 Interim Report

	As at	As at 31 December	
	30 June	2024	2023
	2025		
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(unaudited)</i>	<i>(audited)</i>	<i>(audited)</i>
Non-current assets	1,893,329	2,038,188	1,990,392
Current assets	4,402,642	4,677,178	5,666,935
Non-current liabilities	145,861	147,451	187,277
Current liabilities	2,701,877	3,185,988	3,372,803
Equity attributable to the owners			
of the Company	3,421,922	3,351,752	4,077,934

Financial position as at 30 June 2025 and 31 December 2024

The Group's total assets amounted to approximately RMB6,296.0 million as at 30 June 2025, which mainly comprised of (a) cash and cash equivalents, and term deposit of approximately RMB2,276.1 million as at 30 June 2025, representing a decrease of approximately 18.8% as compared to approximately RMB2,801.8 million as at 31 December 2024; and (b) trade and bill and other receivables and prepayments in respect of current assets and non-current assets of approximately RMB1,666.2 million as at 30 June 2025, representing an increase of approximately 5.3% as compared to approximately RMB1,581.9 million as at 31 December 2024. The total liabilities of the Group amounted

to approximately RMB2,847.7 million as at 30 June 2025 which mainly comprised of (a) trade and bill and other payables of approximately RMB1,874.1 million as at 30 June 2025, representing a decrease of approximately 14.9% as compared to approximately RMB2,201.7 million as at 31 December 2024; and (b) contract liabilities of approximately RMB744.4 million as at 30 June 2025, representing a decrease of approximately 16.2% as compared to approximately RMB888.4 million as at 31 December 2024.

Equity attributable to owners of the Company remained largely stable at approximately RMB3,421.9 million as at 30 June 2025 as compared to approximately RMB3,351.8 million as at 31 December 2024.

Financial position as at 31 December 2024 and 31 December 2023

The Group's total assets amounted to approximately RMB6,715.4 million as at 31 December 2024, which mainly comprised of (a) cash and cash equivalents, and term deposit of approximately RMB2,801.8 million as at 31 December 2024, representing a decrease of approximately 10.4% as compared to approximately RMB3,125.5 million as at 31 December 2023; and (b) trade and bill and other receivables and prepayments in respect of current assets and non-current assets of approximately RMB1,581.9 million as at 31 December 2024, representing a decrease of approximately 27.7% as compared to approximately RMB2,188.3 million as at 31 December 2023. The total liabilities of the Group amount to approximately RMB3,333.4 million as at 31 December 2024 which mainly comprised of (a) trade and bill and other payables of approximately RMB2,201.7 million as at 31 December 2024, representing a decrease of approximately 7.2% as compared to approximately RMB2,372.4 million as at 31 December 2023; and (b) contract liabilities of approximately RMB888.4 million as at 31 December 2024, representing an increase of approximately 0.9% as compared to approximately RMB880.7 million as at 31 December 2023.

Equity attributable to owners of the Company amounted to approximately RMB3,351.8 million as at 31 December 2024, representing a decrease of approximately RMB726.2 million or 17.8% as compared to approximately RMB4,077.9 million as at 31 December 2023.

1.2 Historical dividend of the Group

During each of the three years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2025, no dividend had been declared by the Company. As at the Latest Practicable Date, the Company has no outstanding dividend or other distribution that has been declared, made but not yet paid. In addition, the Company does not intend to declare, pay and/or make any dividend or other distribution on the Shares during the Offer Period. In this connection, Independent Shareholders should take into account (a) the consolidated financial performance of the Group with loss and total comprehensive income for the year attributable to owners of the Company during the three consecutive financial years ended 31 December

2024; (b) the consolidated financial performance of the Group with profit and total comprehensive income for the six months ended 30 June 2025 attributable to owners of the Company as set out in the 2025 Interim Report; (c) the stated dividend policy of the Group which sets out that the Board recommended the cash dividend for the full year ended 31 December 2021 to 2025 of not less than 40% of profit attributable to owners of the Company for the subject year as set out in the 2024 Annual Report; and (d) as the financial year ending 31 December 2025 is not yet completed, there are no certainties that the Group will distribute dividend under the stated dividend policy, and for the avoidance of doubt, as set out in the Letter from the Board, the Directors confirm that the Company does not intend to declare, pay and/or make any dividend or other distribution on the Shares until after the close of the Revised Offer, when considering whether to accept the Revised Offer or to retain his/her/its shareholding in the Company, in part or in whole.

1.3 Industry and outlook of the Group

We noted from the 2025 Interim Report that the Management considered the overall PRC real estate market to be in an adjustment phase with intensified market competition which led property companies to place greater emphasis on regional deepening and urban focus. Additionally, there is a shift from scale-first to efficiency-first, continuation of optimising project portfolios and costs reductions.

As the operations of the Group are primarily based in the PRC and that the demand of its residential property management and related services may be affected by the PRC economy and the development of the real estate industry, we have conducted our independent research in this connection.

Based on our independent research on the data published by the National Bureau of Statistics of China (the “**Statistics Bureau**”) in February 2025² and October 2025³, the gross domestic product (“**GDP**”) of the PRC for the year ended 31 December 2024 and the nine months ended 30 September 2025 recorded a growth of (a) approximately 5.0% compared to the corresponding prior year; and (b) approximately 5.2% compared to the corresponding period in the prior year.

However, the ongoing geopolitical uncertainties and economic challenges prevailing in major economies, including the protectionist policies under the current U.S. administration, such as the imposed tariffs and sanctions, may continue to impact the PRC’s economic environment and development as a whole and therefore leads to adverse impact on the demand of the overall PRC property market.

2 2024 GDP data published by Statistics Bureau (*source: www.stats.gov.cn/sj/zxfb/202502/t20250228_1958817.html*)

3 PRC GDP data for the nine months ended 30 September 2025 published by Statistics Bureau (*source: www.stats.gov.cn/sj/zxfb/202510/t20251021_1961646.html*)

As for our review of PRC real estate related data published by the Statistics Bureau⁴, we noted that for the nine months ended 30 September 2025 (“9M2025”), the investment in PRC real estate development* (全國房地產開發投資) amounted to approximately RMB6,770.6 billion, representing a decrease of approximately 13.9% compared to the corresponding period in the prior year. Out of the above, approximately RMB5,204.6 billion was related to investment in residential properties, which represented a decrease of approximately 12.9% compared to the corresponding period in the prior year. As for the sales area of residential properties of the newly built commodity housing* (新建商品房), the total sales area amounted to approximately 658.4 million sq.m. for the 9M2025, representing a slight decrease of approximately 5.5% compared to the corresponding period in the prior year.

1.4 Our view

In light of the above, we are of the view that the development of the PRC property market continues to be influenced by (a) PRC government policies at a national and regional level, which is intended to promote sustainable and healthy long-term development of the property development and related industry, but in the short term, property development and related industries are still subject to demand uncertainties; (b) the then prevailing market environment; and (c) the overall economic conditions of the PRC which are subject to the ongoing geopolitical uncertainties and economic challenges prevailing in major economies, including the protectionist policies under the current U.S. administration. As such, together with our analysis under the sub-section headed “1.3 Industry and outlook of the Group”, there are uncertainties around the outlook of the PRC real estate industry in the near future. Given the property management sector, of which the Group principally operates in, is considered to be one of the downstream sectors from the PRC real estate development sector, thus a slowed down of new completion of PRC real estate development projects and the lowered demand of properties would create a challenging environment for the property management sector as a whole. As a result, the lowered demand for the property management sectors could potentially adversely impact the Group’s continued expansion of its property management businesses.

2. Comparison of Base Offer Price and Enhanced Offer Price

2.1 The Base Offer Price comparison

The Base Offer Price of HK\$6.67 per Offer Share represents:

- (a) a discount of approximately 15.68% to the closing price of the Shares of HK\$7.91 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (b) a discount of approximately 2.91% over the closing price of the Shares of HK\$6.87 per Share as quoted on the Stock Exchange on the Revised Announcement Last Trading Date;

⁴ PRC real estate industry data published by the Statistics Bureau for the nine months ended 30 September 2025 (source: www.stats.gov.cn/sj/zxfb/202510/t20251020_1961609.html)

- (c) a discount of approximately 0.22% over the average closing price of the Shares of HK\$6.69 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Revised Announcement Last Trading Date;
- (d) a premium of approximately 0.39% over the average closing price of the Shares of HK\$6.64 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Revised Announcement Last Trading Date;
- (e) a premium of approximately 1.99% over the closing price of the Shares of HK\$6.54 per Share as quoted on the Stock Exchange on the Auction Shares Transfer Notification Date;
- (f) a discount of approximately 22.62% to the closing price of the Shares of HK\$8.62 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (g) a discount of approximately 16.33% to the average closing price of the Shares of HK\$7.97 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Date;
- (h) a discount of approximately 11.15% to the average closing price of the Shares of HK\$7.51 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Date;
- (i) a discount of approximately 7.33% to the average closing price of the Shares of HK\$7.20 per Share as quoted on the Stock Exchange for the 60 consecutive trading days up to and including the Last Trading Date;
- (j) a premium of approximately 8.03% over the 31 December 2024 Net Asset Value Per Share; and
- (k) a premium of approximately 5.82% over the 30 June 2025 Net Asset Value Per Share.

2.2 The Enhanced Offer Price comparison

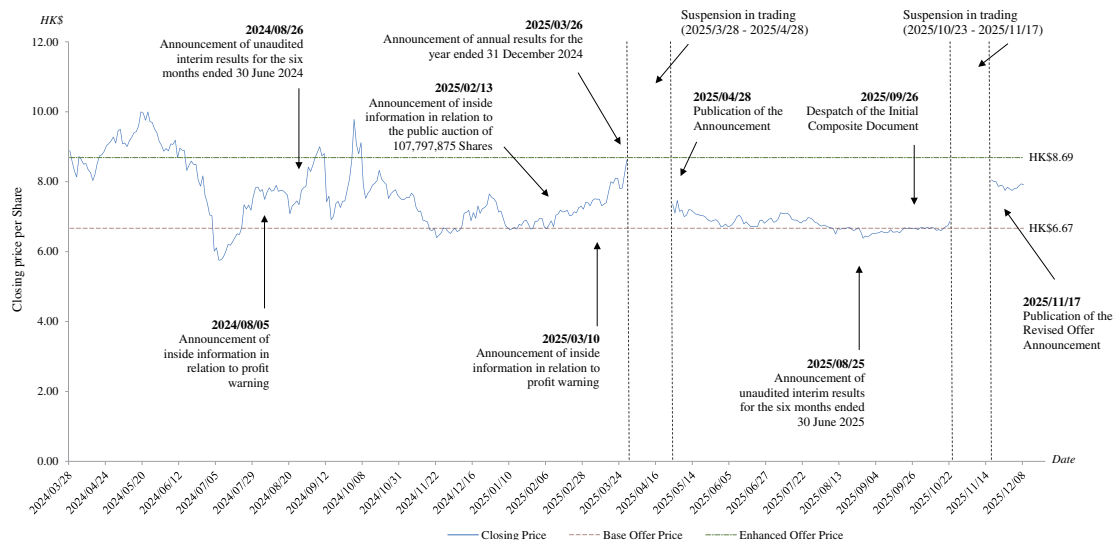
The Enhanced Offer Price of HK\$8.69 per Offer Share represents:

- (a) a premium of approximately 9.86% over the closing price of the Shares of HK\$7.91 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (b) a premium of approximately 26.49% over the closing price of the Shares of HK\$6.87 per Share as quoted on the Stock Exchange on the Revised Announcement Last Trading Day;

- (c) a premium of approximately 29.99% over the average closing price of the Shares of HK\$6.69 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Revised Announcement Last Trading Date;
- (d) a premium of approximately 30.79% over the average closing price of the Shares of HK\$6.64 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Revised Announcement Last Trading Date;
- (e) a premium of approximately 31.00% over the average closing price of the Shares of HK\$6.63 per Share as quoted on the Stock Exchange for the 60 consecutive trading days up to and including the Revised Announcement Last Trading Date;
- (f) a premium of approximately 32.87% over the closing price of the Shares of HK\$6.54 per Share as quoted on the Stock Exchange on the Auction Shares Transfer Notification Date;
- (g) a premium of approximately 0.81% over the closing price of the Shares of HK\$8.62 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (h) a premium of approximately 40.75% over the 31 December 2024 Net Asset Value Per Share; and
- (i) a premium of approximately 37.86% over the 30 June 2025 Net Asset Value Per Share.

2.3 Historical Share price performance

We have reviewed and analysed the closing prices of Shares (a) for approximately 12 months immediately prior to the Last Trading Date commencing on 28 March 2024 and up to and including the Last Trading Date (the “**First Review Period**”), which is commonly adopted timeframe for similar share price analysis in the market and is considered to be adequately lengthy to illustrate the recent trend of the closing prices of the Shares for our analysis on the offer prices under the Revised Offer and its trading volume for the purpose of assessing the fairness and reasonableness of the offer prices under the Revised Offer; and (b) from the day immediately following the date of the Initial Announcement up to and including the Latest Practicable Date (the “**Second Review Period**” together with the First Review Period, the “**Review Period**”) below:



Source: www.hkex.com.hk

The Base Offer Price of HK\$6.67 represents (a) a discount of approximately 10.2% to the average closing Share price of approximately HK\$7.43 per Share for the Review Period; (b) a discount of approximately 22.6% to the closing price of HK\$8.62 per Share as quoted on the Stock Exchange on the Last Trading Date; and (c) a discount of approximately 15.7% to the closing price of HK\$7.91 per Share as quoted on the Stock Exchange on the Latest Practicable Date. The Enhanced Offer Price of HK\$8.69 represents a premium to the Base Offer Price of HK\$6.67.

First Review Period

During the First Review Period, the closing price of Shares fluctuated between the range from HK\$5.75 (8 July 2024) to HK\$10.0 (17 and 22 May 2024), with an average of approximately HK\$7.72 per Share. As a broad trend, the closing price of Shares were generally lower in the second half of the First Review Period than the first half of the First Review Period, which could be attributable to, among others, the then published financial results of the Group as well as the prevailing market conditions and investor sentiment at the relevant time. It is noted that the Base Offer Price falls within the range of highest and lowest closing price of Shares during the First Review Period and represents (a) a discount of approximately 33.3% to the highest closing price of Shares; and (b) a premium of approximately 16.0% over the lowest closing price of Shares.

As part of our analysis, we also noted that on 13 February 2025 (after trading hours), the Company issued an inside information announcement (the “**Inside Information Announcement**”) in relation to, among others, the Board was informed that the 107,797,875 Auction Shares held by Jinke Property will be subject to the Auction to be conducted by the administrator of Jinke Property and supervised by Chongqing Fifth Intermediate People’s Court (重慶市第五中級人民法院) (the “**PRC Court**”) in order to satisfy the debt owed by Jinke Property to Broad Gongga Investment Pte. Ltd. pursuant to the Enterprise Bankruptcy Law of the PRC and other applicable law and regulation (the “**Public Auction Information**”).

Although the results and/or the resultant price of Auction were uncertain at the time, since the publication of the Inside Information Announcement up to the end of the First Review Period (the “**Period**”), the closing price per Share has been on a general upward trend despite the Company issued a profit warning announcement on 10 March 2025 and its annual results for the year ended 31 December 2024 with a loss for the year of approximately RMB551.0 million, the results announcement of which was dated 26 March 2025. Such movement in the closing price of Shares during the Period may or may not be affected by the market reaction of the Public Auction Information, thus we consider that it is more appropriate to compare the Base Offer Price against the closing price of Shares of a reasonable period prior to 13 February 2025 (i.e. a month immediately prior to the publication of the Inside Information Announcement, being a sufficiently lengthy period of time before the publication of Inside Information Announcement, which enable us to meaningfully analyse the then prevailing closing Share prices without being affected by the contents of the Inside Information Announcement) (the “**Unaffected Period**”) than that of the corresponding period close to and including Last Trading Date.

For information purposes, during the First Review Period, there were (a) 213 trading days in which the closing price per Share was higher than the Base Offer Price; (b) 28 trading days in which the closing price per Share was lower than the Base Offer Price; and (c) three trading days in which the closing price per Share was equal to the Base Offer Price.

In this connection, from our further analysis, we noted that the Base Offer Price represents a discount of (a) approximately 5.8% to the closing price per Share of HK\$7.08 on 13 February 2025, i.e. the date of the Inside Information Announcement; (b) approximately 2.8% to the average closing price of the Shares of HK\$6.86 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including 13 February 2025; and (c) approximately 2.1% to the average closing price of the Shares of HK\$6.81 per Share as quoted on the Stock Exchange for the 20 consecutive trading days up to and including 13 February 2025.

It is also noted that the Base Offer Price, which was equivalent to the price per Share under the Auction, being a public auction conducted by the Administrator and supervised by the PRC Court, represents an open market value in its own right, given independent third parties also have rights to access, participate and bid in the subject public auction. Furthermore, the Base Offer Price was broadly in line with the closing prices of Shares during the Unaffected Period as analysed in the preceding paragraph. On this basis, we are of the view that the Base Offer Price is in line and representative of an open market price at the relevant time.

Second Review Period

Following the publication of the Initial Announcement on 28 April 2025, the closing price per Share decreased notably from HK\$8.62 on the Last Trading Date to HK\$7.36 on the trading day immediately after the date of the Initial Announcement, representing a decrease of approximately 14.6%. We also noted that the closing price per Share increased notably from HK\$6.87 on the Revised Announcement Last Trading Date prior to the issue of the joint announcement by the Company and the Offeror setting out the details of the Revised Offer dated 17 November 2025 (i.e. the Revised Offer Announcement), to HK\$8.05 on the first trading day immediately after the date of the Revised Offer Announcement. We have enquired into the possible reasons attributed to the notable fluctuation in the closing price of Shares subsequently after the publication of the Initial Announcement and the Revised Offer Announcement and as confirmed by the Directors, save for the information as set out in the Initial Announcement and the Revised Offer Announcement, where applicable, the Directors were not aware of any matters which might have a material effect on the price of Shares. We consider that such fluctuation in the price of Shares after the release of the Initial Announcement and Revised Offer Announcement may be attributable to market reactions to the Initial Offer and Revised Offer, respectively.

Therefore, there is no assurance that the closing price of Shares will rise, fall or continue to maintain at a level equal to, above or below the Base Offer Price after the Latest Practicable Date and/or after closing of the Revised Offer. Aside from such fluctuation in the closing Share price, the overall performance of the closing price of Share was broadly traded in a range with a gradual downward trend during the First Review Period.

During the Second Review Period, the closing price per Share ranged from HK\$6.38 to HK\$8.05 with an average closing price per Share of approximately HK\$6.91.

For information purposes, during the Second Review Period, there were (a) 97 trading days in which the closing price per Share was higher than the Base Offer Price; (b) 39 trading days in which the closing price per Share was lower than the Base Offer Price; and (c) one trading day in which the closing price per Share was equal to the Base Offer Price. It is also noted that since the trading day immediately after the date of the Revised Offer Announcement (i.e. 18 November 2025) up to and including the Latest Practicable Date, the closing price per Share ranged from HK\$7.75 to HK\$8.05, thus the Base Offer Price of HK\$6.67 is below such range, and below the closing price per Share as at the Latest Practicable Date which was HK\$7.91.

The Base Offer Price represents (a) a discount of approximately 3.5% to the average daily closing price of Shares during the Second Review Period; and (b) a discount of approximately 15.7% to the closing price of Shares as at the Latest Practicable Date.

Analysis of closing Share price during the Review Period compared to the Enhanced Offer Price

As set out in the Letter from the Board, the Offeror and the Company jointly issued the Revised Offer Announcement dated 17 November 2025 to revise the terms of the Offer, including the introduction of the Enhanced Offer Price. For information purposes, during the Second Review Period, all of the closing price per Share for the trading days during this period, being 137 trading days, were lower than the Enhanced Offer Price. The closing price per Share as at the Latest Practicable Date was HK\$7.91. The Enhanced Offer Price represents (a) a premium of approximately 25.8% over the average daily closing price of Shares during the Second Review Period; and (b) a premium of approximately 9.9% over the closing price of Shares as at the Latest Practicable Date.

Shareholders should note that the information set out above is not an indicator of the future performance of Shares and that the price of Shares in the future may increase or decrease from its closing price as at the Latest Practicable Date.

2.4 Historical liquidity of the Shares

The table below sets out the trading volume of Shares during the Review Period:

Month/period	Total trading volume of the Shares	Number of trading days in the month/period	Average daily trading volume per trading day in the month/period	Percentage of average daily trading volume to total number of Shares in issue (Note 1) Approximate %	Percentage of average daily trading volume to total number of Shares held by public Shareholders (Note 2) Approximate %
<u>First Review Period</u>					
2024					
March (from 28 March 2024)	73,200	1	73,200	0.01%	0.05%
April	4,359,147	20	217,957	0.03%	0.16%
May	7,732,700	21	368,224	0.06%	0.27%
June	14,095,396	19	741,863	0.12%	0.54%
July	72,029,901	22	3,274,086	0.53%	2.37%
August	9,682,800	22	440,127	0.07%	0.32%
September	25,680,836	19	1,351,623	0.22%	0.98%
October	15,286,473	21	727,927	0.12%	0.53%
November	7,599,916	21	361,901	0.06%	0.26%
December	17,331,986	20	866,599	0.15%	0.63%

Month/period	Total trading volume of the Shares	Number of trading days in the month/period	Average daily trading volume per trading day in the month/period	Percentage of average daily trading volume to total number of Shares in issue (Note 1) Approximate %	Percentage of average daily trading volume to total number of Shares held by public Shareholders (Note 2) Approximate %
2025					
January	3,575,000	19	188,158	0.03%	0.14%
February	5,392,100	20	269,605	0.05%	0.19%
March (up to and including the Last Trading Date) (Note 3)	19,424,529	19	1,022,344	0.17%	0.74%
<u>Second Review Period</u>					
2025					
April (from 29 April 2025) (Note 3)	5,678,800	2	2,839,400	0.48%	2.05%
May	14,250,223	20	712,511	0.12%	0.52%
June	10,556,560	21	502,693	0.08%	0.36%
July	17,933,000	22	815,136	0.14%	0.59%
August	52,551,461	21	2,502,451	0.42%	1.81%
September	10,873,200	22	494,236	0.08%	0.36%
October (up to and including 22 October 2025) (Note 3)	5,942,600	14	424,471	0.07%	0.31%
November (from 18 November 2025) (Note 3)	7,903,677	9	878,186	0.15%	0.64%
December (up to and including the Latest Practicable Date)	688,600	6	114,767	0.02%	0.08%

Source: www.hkex.com.hk

Notes:

1. Calculated based on the total number of the Shares in issue at the end of month/period.
2. Calculated based on the total number of the Shares held by public shareholders as set out in the Letter from the Board as at the Last Trading Date.
3. During the Review Period, the trading in the Shares had been (i) halted on 28 March 2025 and trading was resumed on 29 April 2025; and (ii) halted on 23 October 2025 and trading was resumed on 18 November 2025.

As set out in the table above, during the First Review Period, the percentage of average daily trading volume of the Shares by month/period were in the range of (a) approximately 0.01% to approximately 0.53% with an average of approximately 0.12% as to the total number of issued Shares; and (b) approximately 0.05% to approximately 2.37% with an average of approximately 0.55% as to the total number of Shares held by public Shareholders. It is also noted that, save for the trading volume in July 2024, the average daily trading volume to (a) total number of Shares in issue; and (b) total number of Shares held by public Shareholders, was below trading 0.25% and 1.00% for each of the months during the First Review Period, respectively. We have made enquiries to the Management and the Management was not aware of any material information other than the published information at the relevant time, in this connection, the higher than usual trading volume in July 2024 could be attributable to the buy-back of over 6.0 million Shares by the Company as evidenced by the monthly return dated 5 August 2024 published by the Company as well as the market reaction on the news that the chairman of the Board who is also an executive Director acquired Shares in the open market on 9 July 2024 as announced by the Company on the same day.

During the Second Review Period, the percentage of average daily trading volume of the Shares by month/period were in the range of (a) approximately 0.02% to approximately 0.48% with an average of approximately 0.17% as to the total number of issued Shares; and (b) approximately 0.08% to approximately 2.05% with an average of approximately 0.75% as to the total number of Shares held by public Shareholders. However, it is noted that given there were only two trading days in April 2025 that falls within the Second Review Period (i.e. a small sample size of trading days of the month) and that one of the trading days was the first trading day after the publication of the Initial Announcement with a notably higher volume of trading, which would have distorted the results of the trading volume analysis. On this basis, the trading volume recorded in April 2025 was excluded from our trading volume analysis below to avoid undue distortion to our analysis.

Given the percentage of average daily trading volume to total number of Shares in issue and to total number of Shares held by public Shareholders are under 0.25% and 1.00% for most of the month/period during the Review Period, it is noted that the trading liquidity of the Shares has been generally low in the open market. On this basis, Shareholders should be aware that realising a relatively sizeable volume of Shares in the open market may potentially impose downward pressure on the price of the Shares and thus they may face challenges disposing their Shares in the market at a price higher than the Enhanced Offer Price. Independent Shareholders who wish to sell its Share(s) should carefully consider whether to sell their Shares in the open market or accept the Revised Offer at the Base Offer Price (which may increase to the Enhanced Offer Price if both Delisting Conditions are satisfied), based on the then market price of Shares during the Offer Period.

2.5 Market comparable analysis

With a view to assess the fairness and reasonableness of the Base Offer Price and Enhanced Offer Price, we have also conducted market comparable analysis by comparing the price-to-earnings ratio (the “**P/E Ratio**”), the price-to-sales ratio (the “**P/S Ratio**”) and the price-to-book ratio (the “**P/B Ratio**”) of the Company as implied by the Base Offer Price and Enhanced Offer Price against that of other listed companies on the Main Board of the Stock Exchange that engages in similar business to those of the Group. It is noted that the P/E Ratio, P/S Ratio and P/B Ratio are the commonly used valuation benchmarks in evaluating the valuation of a company.

However, given the Group recorded loss attributable to the owners of the Company for FY2024, being the latest completed full financial year prior to publication of the Initial Announcement, the P/E Ratio is not applicable for the purpose of our analysis. On this basis, we have focused our analysis on P/S Ratio and P/B Ratio. We have first considered the P/S ratio analysis, being an indicator for evaluating the value of a subject company based on the size of its revenue is not an uncommon method to assess loss making companies, such is further supplemented by the P/B Ratio given similar property management companies should have comparable asset/liability structures relative to its size and scale, which in turn facilitates us to assess its market value. On this basis, we considered that both P/S Ratio and P/B Ratio are appropriate valuation benchmark for assessing the Base Offer Price and Enhanced Offer Price.

Based on the revenue of the Group for the year ended 31 December 2024 of approximately RMB4,585.4 million (equivalent to approximately HK\$5,043.4 million⁵) and the unaudited net asset value attributable to owners of the Company of approximately RMB3,421.9 million (equivalent to approximately HK\$3,763.7 million) as at 30 June 2025, (i) the total implied value of the Company based on the Base Offer Price under the Revised Offer⁶, being approximately HK\$3,982.6 million, the implied P/S ratio (the “**Implied P/S Ratio**”) and the implied P/B ratio (the “**Implied P/B Ratio**”) of the Company would be approximately 0.79 times and 1.06 times, respectively; and (ii) the total implied value of the Company based on the Enhanced Offer Price under the Revised Offer⁷, being approximately HK\$5,188.7 million, the corresponding implied P/S ratio (the “**Implied Enhanced P/S Ratio**”) and the implied P/B ratio (the “**Implied Enhanced P/B Ratio**”) would be approximately 1.03 times and 1.38 times, respectively.

For the purpose of our analysis, we have identified comparable companies based on the following criteria: (a) the shares of which are listed on the Main Board of the Stock Exchange; (b) the market capitalisation ranged between HK\$2,500 million to HK\$7,000 million as at the Last Trading Date and the Latest Practicable Date, having considered that the market capitalisation of the Group is approximately HK\$5,147 million based on the closing price of the Shares as at the Last Trading Date, approximately HK\$4,723 million based on the closing price of the Shares as at the Latest Practicable Date, the implied market capitalisation of approximately HK\$3,983 million based on the Base Offer Price and the implied market capitalisation of approximately HK\$5,189 million based on the Enhanced Offer Price; (c) engages in principal business similar to those of the Group, namely, the provision of property management services and related value-added/ancillary services in the PRC, and contributed

5 HKD is translated to RMB based on the exchange rate of HK\$1 to RMB0.90919, being the median exchange rate on the Latest Practicable Date as announced by the People’s Bank of China as set out in the Composite Document.

6 On the basis of the Base Offer Price of HK\$6.67 per Offer Share and 597,088,700 Shares in issue as at the Latest Practicable Date, the implied value of the Company is calculated to be approximately HK\$3,982.6 million.

7 On the basis of the Enhanced Offer Price of HK\$8.69 per Offer Share and 597,088,700 Shares in issue as at the Latest Practicable Date, the implied value of the Company is calculated to be approximately HK\$5,188.7 million.

over 80% of its total revenue for the latest completed financial year given a large majority of the Group's revenue for its latest completed financial year was derived from its residential property services and enterprise services; and (d) the trading of shares of the subject companies were not suspended on the Last Trading Date and Latest Practicable Date (the “**Criteria**”).

Based on the Criteria, we have identified an exhaustive list of six comparable companies (the “**Comparable Companies**”). The table below sets out the P/S Ratio and P/B Ratio, the Implied P/S Ratio, the Implied Enhanced P/S Ratio, the Implied P/B Ratio and the Enhanced Implied P/B Ratio of the Company under the Revised Offer for comparison purposes.

Company Name (Stock code)	Principal Business (Revenue contribution from property management services and related value-added/ ancillary services in the PRC)	Market capitalisation (Note 1) HK\$' million	P/S Ratio (Note 1)	P/B Ratio (Note 1)
Sunac Services Holdings Limited (1516)	Principally engaged in the property management and operational services, community living services and value-added services to non-property owners in the PRC. (approximately 100%)	4,463.0	0.58	0.80
Yuexiu Services Group Limited (6626)	Principally engaged in the provision of non-commercial property management and value-added services and commercial property management and operational services in the PRC. (approximately 100%)	3,725.5	0.88	0.94

Company Name (Stock code)	Principal Business <i>(Revenue contribution from property management services and related value-added/ ancillary services in the PRC)</i>	Market capitalisation <i>(Note 1)</i> <i>HK\$' million</i>	P/S Ratio <i>(Note 1)</i>	P/B Ratio <i>(Note 1)</i>
A-Living Smart City Services Co., Ltd.* (“ A-Living Smart ”) (3319)	Primarily engaged in the provision of property management services, related value-added services and city sanitation and cleaning services in the PRC. <i>(approximately 91.1%)</i>	3,251.8	0.21	0.30
C&D Property Management Group Co., Ltd (“ C&D Property Management ”) (2156)	Principally engaged in property management services, community value-added and synergy services, value-added services to non-property owners and commercial property operation and management services in the PRC. <i>(approximately 100%)</i>	3,731.9	1.03	1.88
Ever Sunshine Services Group Limited (1995)	Principally engaged in the provision of property management services, community value-added services, value-added services to non-property owners and city services in the PRC. <i>(approximately 95.8%)</i>	2,990.4	0.40	0.53

Company Name (Stock code)	Principal Business <i>(Revenue contribution from property management services and related value-added/ ancillary services in the PRC)</i>	Market capitalisation <i>(Note 1)</i> <i>HK\$' million</i>	P/S Ratio <i>(Note 1)</i>	P/B Ratio <i>(Note 1)</i>
Jinmao Property Services Co., Limited (“ Jinmao Property Services ”) (0816)	Principally engaged in provision of property management services, value-added services to non-property owners and community value-added services. <i>(approximately 99.0%)</i>	2,622.1	0.80	1.53
	Minimum		0.21	0.30
	Maximum		1.03	1.88
	Average		0.65	1.00
	Median		0.69	0.87
			<i>Implied P/S Ratio</i>	<i>Implied P/B Ratio</i>
The Company	<i>(Base Offer Price under the Revised Offer)</i>	3,982.6	0.79	1.06
			<i>(Note 2)</i>	<i>(Note 3)</i>
			<i>Enhanced P/S Ratio</i>	<i>Enhanced P/B Ratio</i>
The Company	<i>(Enhanced Offer Price under the Revised Offer)</i>	5,188.7	1.03	1.38
			<i>(Note 4)</i>	<i>(Note 5)</i>

Notes:

- For illustration purpose, the market capitalisation, the P/S Ratio and the P/B Ratio are calculated based on, where applicable, the closing price of the share of the respective Comparable Companies on the Latest Practicable Date, the total number of issued shares based on the then latest monthly return of the subject listed company published on the website of the Stock Exchange, their respective revenue for the latest completed financial year (for P/S Ratio) as at the Latest Practicable Date, and their respective latest published equity attributable to the owners of the company (for P/B Ratio) as at the Latest Practicable Date.

2. The Implied P/S Ratio is calculated by (a) the Base Offer Price of HK\$6.67 per Offer Share multiple by 597,088,700 Shares in issue as at the Latest Practicable Date to arrive at the implied value of the Company of approximately HK\$3,982.6 million; divided by (b) the revenue of the Group for the year ended 31 December 2024.
3. The Implied P/B Ratio is calculated by (a) the Base Offer Price of HK\$6.67 per Offer Share multiple by 597,088,700 Shares in issue as at the Latest Practicable Date to arrive at the implied value of the Company of approximately HK\$3,982.6 million; divided by (b) the net asset value attributable to the owners of the Company as at 30 June 2025.
4. The Implied Enhanced P/S Ratio is calculated by (a) the Enhanced Offer Price of HK\$8.69 per Offer Share multiple by 597,088,700 Shares in issue as at the Latest Practicable Date to arrive at the implied value of the Company of approximately HK\$5,188.7 million; divided by (b) the revenue of the Group for the year ended 31 December 2024.
5. The Implied Enhanced P/B Ratio is calculated by (a) the Enhanced Offer Price of HK\$8.69 per Offer Share multiple by 597,088,700 Shares in issue as at the Latest Practicable Date to arrive at the implied value of the Company of approximately HK\$5,188.7 million; divided by (b) the net asset value attributable to the owners of the Company as at 30 June 2025.

Analysis on P/S Ratio

It is noted from the above table that the P/S Ratio of the Comparable Companies ranged from approximately 0.21 times (A-Living Smart) to approximately 1.03 times (C&D Property Management), with an average and median of approximately 0.65 times and 0.69 times, respectively. Based on their respective latest published financial statements, the revenue recorded by the Comparable Companies for the latest completed financial year ranged from approximately HK\$3,262.2 million (Jinmao Property Services) to approximately HK\$15,252.3 million (A-Living Smart). The Implied P/S Ratio of the Company as represented by the Base Offer Price of approximately 0.79 times is within the range and above the average and the median of P/S Ratio of the Comparable Companies respectively, such indicates that the Base Offer Price represents a premium relative to the average and median of Comparable Companies from a P/S Ratio perspective.

The Implied Enhanced P/S Ratio of the Company as represented by the Enhanced Offer Price of approximately 1.03 times are within range and higher than or equal to the P/S Ratio of all six of the Comparable Companies, above the average and median of the P/S Ratio of the Comparable Companies.

Analysis on P/B Ratio

It is noted from the above table that the P/B Ratio of the Comparable Companies ranged from approximately 0.30 times (A-Living Smart) to 1.88 times (C&D Property Management), with an average and median of approximately 1.00 times and 0.87 times, respectively. Based on their respective latest published financial statements, the equity attributable to its owners recorded by the Comparable Companies ranged from approximately HK\$1,711.4 million (Jinmao Property Services) to approximately HK\$10,683.8 million (A-Living Smart). The Implied P/B Ratio of the Company as represented by the Base Offer Price of approximately 1.06 times is within range and

above the average and median of the P/B Ratio of the Comparable Companies, such indicates that the Base Offer Price represents a premium relative to the average and median of Comparable Companies from a P/B Ratio perspective.

The Implied Enhanced P/B Ratio of the Company as represented by the Enhanced Offer Price of approximately 1.38 times is within range and higher than the P/B Ratio of four out of six of the Comparable Companies, above the average and median of the P/B Ratio of the Comparable Companies.

2.6 Privatisation comparison analysis

Given the Enhanced Offer Price will only become payable if both Delisting Conditions are satisfied, we have also conducted market research on privatisation transactions by way of general offer or scheme of arrangement and based on the following criteria, namely (a) the subject offer document or scheme document was dated within 12 months immediately prior to the Revised Announcement Last Trading Date and up to and including the Latest Practicable Date, being a review period which is adequately lengthy to provide a fair and representative sample for analysis of recent privatisation transactions; (b) given the nature of the Revised Offer, being a cash offer with a Rollover Option for Rollover Shareholders, privatisations with share consideration, representing part or the entire offer/cancellation price, with cash alternatives and those with rollover options are also included as Privatisation Transactions (defined hereinafter) for the purposes of our analysis, while securities exchange offers with no cash alternatives are not included as they are not considered to be a direct like-for-like comparison. Independent Shareholders should also note that the share consideration and/or share alternatives under the privatisation transactions might have different investment values which could be influenced by factors such as background, industry and prospects of the subject company, their then share price performance and liquidity; and (c) the subject privatisation proposals under criteria (a) above have been successfully completed (i.e. the subject company has been delisted from the Main Board of the Stock Exchange) during the aforesaid period (together the “**Privatisation Comparable Criteria**”). As the primary purpose of our analysis on the privatisation comparables is to evaluate the respective offer price/cancellation price against the subject listed issuer’s closing share price and net asset value at the material time, and that under the Revised Offer, and a privatisation comparable, whether it has a rollover option or not, would not affect the cancellation price offered to the subject independent shareholders. On this basis, we have not imposed the Privatisation Comparable Criteria to include a rollover option feature. Given the above, the Privatisation Transactions (defined hereinafter), selected based on the Privatisation Comparable Criteria, are considered to be appropriate and representative for the purpose of our analysis. For the avoidance of doubt, our analysis on the Rollover Option has been set out under sub-section headed “2.8 The Rollover Option” in this letter.

Based on the Privatisation Comparable Criteria, we have identified an exhaustive list of 20 privatisation transactions (the “**Privatisation Transactions**”), of which we have evaluated their respective offer price/cancellation price against the subject listed issuer’s closing share price as at (a) its last trading day prior to the privatisation announcement; (b) last 10 trading days up to and including its last trading day prior to the privatisation announcement; (c) last 30 trading days up to and including its last trading day prior to the privatisation announcement; (d) last 60 trading days up to and including its last trading day prior to the privatisation announcement; and (e) net asset value (“NAV”) per share of the subject listed issuer based on its then latest published consolidated financial statements or the adjusted NAV as set out in the respective offer document/scheme document, where available, the details of which are set out in the table below:

Date of respective composite document/ scheme document	Company name (stock code)	Premium/(discount) of the offer price over/ to average closing price per share for (Note 1, 2)				Premium/ (discount) represented by offer/ cancellation price over/to respective latest NAV (Note 3)
		Last	Last 10	Last 30	Last 60	
		trading day	trading days	trading days	trading days	
		Approximate %	Approximate %	Approximate %	Approximate %	Approximate %
2025-10-24	Joy City Property Limited (207)	67.6	80.5	129.7	158.6	(70.9)
2025-09-18	Perfect Group International Holdings Limited (3326)	61.3	62.3	58.2	48.7	(50.7)
2025-09-23	OneConnect Financial Technology Co., Ltd. (6638)	23.1	26.8	29.6	34.0	(10.7)
2025-09-16	Shengjing Bank Co., Ltd. (2066)	40.4	41.1	26.5	34.0	(84.0)
2025-09-10	Jilin Jiutai Rural Commercial Bank Corporation Limited (6122)	70.7	62.2	60.9	42.9	(77.0)
2025-07-28	Beijing Properties (Holdings) Limited (925)	250.0	247.4	222.1	200.1	10.0
2025-07-23	Lippo Limited (226)	53.0	63.0	71.2	70.8	(56.9)
2025-07-18	Thing On Enterprise Limited (2292)	30.0	30.0	30.0	36.1	(49.3)
2025-07-05	Shandong Fengxiang Co., Ltd. (9977) (Note 4)	33.3	35.5	39.9	44.9	(15.3)

Date of respective composite document/ scheme document	Company name (stock code)	Premium/(discount) of the offer price over/ to average closing price per share for (Note 1, 2)				Premium/ (discount) represented by offer/ cancellation price over/to respective latest NAV (Note 3)
		Last	Last 10	Last 30	Last 60	
		trading day	trading days	trading days	trading days	
		Approximate %	Approximate %	Approximate %	Approximate %	Approximate %
2025-06-06	Tam Jai International Co. Limited (2217)	75.6	88.3	96.3	99.5	44.7
2025-05-22	ESR Group Limited (1821) (Note 4)	55.7	58.1	54.0	40.8	(1.2)
2025-04-17	Canvest Environmental Protection Group Company Limited (1381) (Note 4)	11.6	13.0	16.9	19.8	21.6
2025-03-31	Vesync Co., Ltd (2148)	33.3	37.3	44.4	36.1	122.3
2025-02-10	Fosun Tourism Group (1992) (Note 4)	95.0	112.7	111.2	110.3	(27.4)
2025-02-05	Pentamaster International Limited (1665) (Note 5)	25.0	53.6	52.7	50.2	32.6
2025-01-23	Ronshine Service Holding Co., Ltd (2207)	15.4	1.7	(6.3)	1.7	(53.5)
2024-12-20	Doyen International Holdings Limited (668)	78.6	82.3	81.4	86.2	(39.4)
2024-12-20	CPMC Holdings Limited (906)	4.9	5.8	6.8	5.7	26.7
2024-12-16	Beijing Capital Grand Limited (1329)	46.6	55.1	41.8	47.9	(53.8)
2024-11-19	CM Hi-Tech Cleanroom Limited (2115) (Note 4)	25.0	26.9	30.2	39.7	(3.2)
	Maximum	250.0	247.4	222.1	200.1	122.3
	Minimum	4.9	1.7	(6.3)	1.7	(84.0)
	Average	54.8	59.2	59.9	60.4	(16.8)
	Median	43.5	54.4	48.5	43.9	(21.4)
	Based on the Enhanced Offer Price under the Revised Offer (Note 4)	26.5 (“LTD Premium”)	30.0 (“10-days Premium”)	30.8 (“30-days Premium”)	31.0 (“60-days Premium”)	37.9 (“NAV Premium”)

Notes:

- (1) The premium/discount percentages were extracted from the offer document, composite document or scheme document of the subject transaction, where available, otherwise such percentage(s) were calculated based on the relevant closing share prices of the subject listed issuer.
- (2) Given the Enhanced Offer Price was announced by the Company on 17 November 2025, the Revised Announcement Last Trading Date is considered as the benchmark date for the purpose the Privatisation Transactions comparison analysis.
- (3) It represents the premium or (discount) represented by the offer/cancellation price over the NAV per share (or adjusted NAV per share, if available) as quoted from the respective offer/scheme document.
- (4) The subject Privatisation Transaction comprised a rollover option.
- (5) The sum of the cancellation price and the special dividend were used to calculate the respective ratios.

As set out in the table above, each of the LTD Premium, the 10-days Premium, the 30-days Premium, the 60-days Premium and NAV Premium, based on the Enhanced Offer Price under the Revised Offer, falls within the relevant ranges of the Privatisation Transactions. In addition, we also noted that (a) the LTD Premium is below the average and median of the corresponding premium to the subject share price as at latest practicable date under the Privatisation Transactions, but higher than the LTD premium of six out of 20 the Privatisation Transactions; (b) the 10-days Premium is below the average and median of the corresponding premium to the subject 10-days average share price under the Privatisation Transactions, but higher than or equal to the 10-days premium of six out of 20 the Privatisation Transactions; (c) 30-days Premium is below the average and median of the corresponding premium to the subject 30-days average share price under the Privatisation Transactions, but higher than the 30-days premium/discount of seven out of 20 the Privatisation Transactions; (d) 60-days Premium is below the average and median of the corresponding premium to the subject 60-days average share price under the Privatisation Transactions, but higher than the 60-days Premium of three out of 20 the Privatisation Transactions; and (e) NAV Premium is above the average and median of the corresponding premium/discount to the subject NAV per share under the Privatisation Transactions, and higher than 18 out of 20 of the corresponding premium/discount to the subject NAV per share under the Privatisation Transactions.

Shareholders should note that the Privatisation Transactions may be conducted under different market conditions and the subject listed companies may engage in different principal businesses. Therefore, the factors and considerations that affect the premiums or discounts of offer prices vary on a case-by-case basis, and may be different from those applicable under the Revised Offer. Nevertheless, the Privatisation Transactions as a whole should provide us with a meaningful analysis of the recent market trend/practice of privatisation transactions in the Hong Kong equity capital market, as well as a meaningful benchmark for the Independent Shareholders when evaluating the premium provided in the Revised Offer, we consider the Privatisation Transactions as an appropriate reference for one of the bases used in our assessment of the Enhanced Offer Price.

Having considered that (a) the historical price performance of the Shares (in particular, the Enhanced Offer Price of HK\$8.69 per Offer Share is higher than closing prices of the Shares in most of the trading days during the Review Period); (b) the Enhanced Offer Price is also higher than the closing price per Share of all of the trading days during the Second Review Period; (c) the Enhanced Offer Price is higher than each of the NAV per Share of the Company as at 30 June 2025 and the latest audited NAV per Share of the Company as at 31 December 2024; (d) the thin trading volume in the Shares during the Review Period; (e) the Implied Enhanced P/S Ratio is higher than the average and median of the P/S Ratio of the Comparable Companies of the Comparable Companies; (f) the Implied Enhanced P/B Ratio is higher than the average and median of the P/S Ratio of the Comparable Companies; and (g) the premiums as represented by the Enhanced Offer Price over different periods fall within the range of the premium/discounts of the Privatisation Transactions, we are of the view that the Enhanced Offer Price is fair and reasonable.

The Revised Offer represents an opportunity for the Offer Shareholders to realise their investment in the Shares in addition to the option of disposing his/her/its Shares in the open market at their discretion, and the Revised Offer comprises of (a) Base Offer Price of HK\$6.67 in cash for each Offer Share; or (b) Enhanced Offer Price of HK\$8.69 for each Offer Share, payable only if each of the following conditions are satisfied: (i) the Delisting Resolution is approved at the EGM; and (ii) the Delisting Acceptance Condition is satisfied.

Based on our analysis as set out under section headed “2. Comparison of Base Offer Price and Enhanced Offer Price” in this letter, we considered that the Base Offer Price is fair and reasonable. In the event that a Shareholder intends to tender his/her/its Shares, in part or in whole, under the Revised Offer, we recommend the Shareholder to vote in favour of the Delisting Resolution at the EGM as the Enhanced Offer Price, which represents a premium of approximately 30.3% over the Base Offer Price, is only payable if (a) the Delisting Resolution is approved at the EGM; and (b) the Delisting Acceptance Condition is satisfied. As such, one of the prerequisites for the Offer Shareholders to be entitled to the Enhanced Offer Price is for the Delisting Resolution to be approved at the EGM. Further analysis on the fairness and reasonableness of the Base Offer Price and Enhanced Offer Price is set out under the section headed “2.10 Summary of our analysis” in this letter below.

2.7 Analysis on Option A (Conditional Acceptance) and Option B (Unconditional Acceptance) in the Revised Form of Acceptance

When assessing whether to elect Option A and Option B, we have considered the following:

- (a) Shareholders who decide to accept the Revised Offer and elect Option A, their acceptance is conditional upon satisfaction of both Delisting Conditions. They shall receive the Enhanced Offer Price if both Delisting Conditions are satisfied. If the Delisting Conditions are not satisfied by the Final Closing Date, acceptances under Option A will lapse and the relevant share certificates will be returned to the subject Shareholders;

- (b) Shareholders who decide to accept the Revised Offer and elect Option B, their acceptance is unconditional, and shall receive (i) the Base Offer Price of HK\$6.67 per Share in the event that the Delisting Conditions are not met; or (ii) the Enhanced Offer Price of HK\$8.69 per Share in the event that the Delisting Conditions are met;
- (c) with reference to our work performance and analysis as set out under sub-section headed “1.3 Industry and outlook of the Group”, in particular, the prevailing PRC market environment and economic conditions are subject to the ongoing geopolitical uncertainties and economic challenges, including the protectionist policies under the current U.S. administration, as well as a slowed down of completion of PRC real estate development projects and the lowered demand of properties would also create a challenging environment for the property management sector as a whole;
- (d) with reference to our work performance and analysis as set out under sub-sections headed “2.3 Historical Share price performance”, “2.4 Historical liquidity of the Shares”, “2.5 Market comparable analysis” and “2.6 Privatisation comparison analysis”, which further supports our view that the Revised Offer is fair and reasonable;
- (e) nonetheless, it is also noted that since the trading day immediately after the date of the Revised Offer Announcement (i.e. 18 November 2025) up to and including the Latest Practicable Date, the closing price per Share ranged from HK\$7.75 to HK\$8.05 (the “**Post Revised Offer Announcement Range**”), thus the Base Offer Price of HK\$6.67 is below the Post Revised Offer Announcement Range, and below the closing price per Share as at the Latest Practicable Date of HK\$7.91. The Enhanced Offer Price represents a premium to each of the Base Offer Price, the Post Revised Offer Announcement Range, and the closing price per Share as at the Latest Practicable Date;
- (f) electing Option B would provide the Independent Shareholders with certainty that they would receive (i) the Base Offer Price if the Delisting Conditions are not met; and (ii) the Enhanced Offer Price if the Delisting Conditions are met. On this basis, Shareholders who elect Option B will receive consideration per Share (excluding any transaction costs/fee payable) of not less than the Base Offer Price under the Revised Offer regardless of whether the Delisting Conditions are met; and
- (g) on the other hand, Independent Shareholders who elect Option A will subject to the uncertainties that the Delisting Conditions may or may not be met and that the Enhanced Offer Price is only payable to them/him/her if the Delisting Conditions are met.

On this basis,

- (a) if Independent Shareholder is of the view that the Delisting Conditions will not be met and that the amount of net proceeds from disposing its/his/her Shares in the open market exceeds the amount of net proceeds receivable from the Revised Offer under the Base Offer Price, then they should consider disposing its/his/her Shares in the open market instead of accepting the Revised Offer;
- (b) if Independent Shareholder is of the view that the Delisting Conditions will be met, and that the amount of net proceeds from disposing its/his/her Shares in the open market is less than the amount of net proceeds receivable from the Revised Offer under the Enhanced Offer Price, then they should consider accepting the Revised Offer by electing Option B as they will be paid the Base Offer Price no later than seven (7) Business Days of valid acceptance and an additional payment of HK\$2.02 per Offer Share through the Make-whole Arrangement no later than seven (7) Business Days after the satisfaction of the Delisting Conditions, which means they would receive the Base Offer Price comparatively earlier than if they elect Option A;
- (c) for Independent Shareholders who wish to dispose their Shares at not less than the Enhanced Offer Price and that the net proceeds from disposing its/his/her Shares in the open market is lower than the net proceeds receivable from the Revised Offer under the Enhanced Offer Price, we recommend such Independent Shareholder to elect Option A; and
- (d) regardless of their view on whether the Delisting Conditions will be met or not, if the amount of net proceeds from disposing the Independent Shareholders' Shares in the open market is more than the amount of net proceeds receivable from the Revised Offer under the Enhanced Offer Price, then Independent Shareholders should consider disposing its/his/her Shares in the open market.

In this connection, Independent Shareholders are reminded to monitor the trading volume of Shares during the Offer Period given the thin historical trading volume of the Shares on the Stock Exchange as discussed under the section headed "2.4 Historical liquidity of the Shares" in this letter, they may experience difficulty in disposing significant number of their Shares in the open market without creating downward pressure on the price of Shares and that there is no assurance on whether the Share price and liquidity can maintain at the prevailing level beyond the Offer Period.

2.8 The Rollover Option

Under the Revised Offer being made by CICC for and on behalf of the Offeror, in addition to the revised terms of the Offer to include the Enhanced Offer Price, in the event that both Delisting Conditions are satisfied, Offer Shareholders who have accepted the Offer (regardless of whether they tendered their acceptance before or after the Delisting Conditions were met) will be offered a Rollover Option. The Rollover Option allows the subject Offer Shareholders

to reinvest part or all of the cash consideration received under the Enhanced Offer Price into Top Yingchun Investment IV, the wholly-owned parent company of the Offeror and Thematic Bridge, after completion of the reorganization, which will occur immediately upon satisfaction of both Delisting Conditions.

As set out in the Letter from CICC, in exchange for the reinvested cash consideration, these Shareholders will receive newly issued Top Yingchun Investment IV Shares. Shareholders who want to elect the Rollover Option shall submit the Subscription Form in accordance with the instructions contained therein within seven (7) calendar days following the closing of the Revised Offer and complete the logistics and procedures in relation to the payment of the total subscription price within six (6) months following the date of submitting the Subscription Form, or such later date as may be determined by Top Yingchun Investment IV.

Pursuant to the Rollover Option, the subscription price of each Top Yingchun Investment IV Share (the “**Subscription Price**”) will be determined based on the following Rollover Formula:

$$\text{Subscription price of one Top Yingchun Investment IV Share} = (A - B)/C$$

where:

A = Total number of Shares indirectly held by Top Yingchun Investment IV through the Offeror and Thematic Bridge immediately before Rollover Shareholders' reinvestment into Top Yingchun Investment IV, multiplied by the Enhanced Offer Price (i.e., the valuation of each Offer Share upon both Delisting Conditions being satisfied)

B = Total amount of debt borrowed by Midco, a wholly-owned subsidiary of Top Yingchun Investment IV, to finance the Revised Offer under the Enhanced Offer Price (including debt under the Enhanced Offer Facility)

C = Total number of issued shares of Top Yingchun Investment IV immediately before Rollover Shareholders' reinvestment into Top Yingchun Investment IV

Our analysis

In assessing the fairness and reasonableness of the Rollover Option, we have considered the following factors.

The objective of the Rollover Option is to allow Shareholders who have accepted the Revised Offer (regardless of whether the acceptance was tendered before or after the Delisting Conditions are satisfied), at his/her/their own discretion, to reinvest a portion or all of their total cash consideration received under the Enhanced Offer Price into Top Yingchun Investment IV. In exchange for the reinvested cash consideration, these

Shareholders will receive newly issued Top Yingchun Investment IV Shares. The newly issued Top Yingchun Investment IV Shares will rank *pari passu* in all respects among themselves and with all other Top Yingchun Investment IV Shares in issue as at the date of the issuance of the newly issued Top Yingchun Investment IV Shares, including the right to receive all future dividends and distributions which may be declared, made or paid by Top Yingchun Investment IV.

Top Yingchun Investment IV Shares are the shares in Top Yingchun Investment IV, an unlisted investment holding company incorporated in the British Virgin Islands with limited liability. Top Yingchun Investment IV is the parent company of the Offeror. Details of the shareholding structure of the Offeror and Top Yingchun Investment IV are set out in the section headed “Shareholding structure of Top Yingchun Investment IV” in the Letter from CICC.

As set out in the Appendix IV to the Revised Composite Document, since its establishment, Top Yingchun Investment IV has not engaged in, and is not intended to engage in, any business activities other than those matters in relation to the Initial Offer or Revised Offer. Accordingly, the major assets of Top Yingchun Investment IV are the Shares indirectly held by Top Yingchun Investment IV through the Offeror and Thematic Bridge. For further details of Top Yingchun Investment IV, please refer to Appendix IV to the Revised Composite Document.

We noted that the Rollover Formula constituted of three components, namely:

- (a) total number of Shares indirectly held by Top Yingchun Investment IV through the Offeror and Thematic Bridge immediately before Rollover Shareholders’ reinvestment into Top Yingchun Investment IV, multiplied by the Enhanced Offer Price. This represents the sum of (aa) the Shares held by the Offeror and Thematic Bridge immediately prior to the commencement of the Offer based on the Enhanced Offer Price; and (bb) the Shares acquired by the Offeror under the Offer (including those acquired under the Initial Offer and the Revised Offer) based on the Enhanced Offer Price. On the basis that Top Yingchun Investment IV has no other assets, thus such would be the total asset value of Top Yingchun Investment IV immediately before Rollover Shareholders’ reinvestment;

LESS

- (b) total amount of debt borrowed by Midco, a wholly-owned subsidiary of Top Yingchun Investment IV, to finance the Revised Offer under the Enhanced Offer Price (including debt under the Enhanced Offer Facility). On the basis that Top Yingchun Investment IV has no other liabilities, thus such would be the total liability value of Top Yingchun Investment IV at the material time.

On this basis and with reference to the Revised Composite Document, the net amount of (a) less (b) represents the net asset value of Top Yingchun Investment IV at the material time (i.e. immediately before Rollover Shareholders' reinvestment into Top Yingchun Investment IV) (the "**Net Asset Value**").

The third component (c) is the total number of issued shares of Top Yingchun Investment IV after the share reclassification and reorganisation that will be undergone by Top Yingchun Investment IV following the satisfaction of both Delisting Conditions (as further detailed in the subsequent paragraph) but immediately before Rollover Shareholders' reinvestment into Top Yingchun Investment IV. As the Subscription Price of one Top Yingchun Investment IV Share is calculated through $(a - b) / (c)$, being HK\$8.69 per Top Yingchun Investment IV Share based on information from the Letter from CICC, the Subscription Price would represent the net asset value per Top Yingchun Investment IV Share.

We also noted from Appendix IV to the Revised Composite Document that upon satisfaction of both Delisting Conditions, Top Yingchun Investment IV will undergo a share reclassification and reorganisation, pursuant to which its authorised share capital will be restructured to comprise a single class of ordinary shares with a par value of US\$1.00 each, up to a maximum of 1,000,000,000 ordinary shares. Following such reclassification and reorganisation, the total issued share capital of Top Yingchun Investment IV will be 329,366,646 ordinary shares (excluding any Top Yingchun Investment IV Shares to be issued pursuant to the Rollover Option) (the "**Expected Post Reclassification Top Yingchun Investment IV Shares**").

Estimate value of the Top Yingchun Investment IV Shares

CICC, the financial adviser to the Offeror, has conducted an estimate of value of the Top Yingchun Investment IV Shares (the "**Estimate of Value**"). Please refer to the Appendix V to the Revised Composite Document for the full text of the Estimate of Value.

Under the Rollover Option, Shareholder(s) who elect the Rollover Option (i.e. the Rollover Shareholder(s)) is entitled to subscribe each Top Yingchun Investment IV Share at the Subscription Price. On the basis of, and subject to, the assumptions and methodology set out in Appendix V, an estimate of the value range of each Top Yingchun Investment IV Share (the "**Top Yingchun Share Value**") would be HK\$6.08 at the bottom end to HK\$8.69 at the top end. Shareholders should note that, the Estimate of Value is based on certain assumptions and therefore does not necessarily reflect the actual value of the Top Yingchun Investment IV Shares.

We have reviewed and discussed with CICC the methodology used, and the bases and assumptions adopted for the Estimate of Value. In providing the Estimate of Value, CICC has made various assumptions, including but not limited to (i) there exists of a willing buyer and seller, neither being under any compulsion to buy or sell, dealing on an arm's length basis, each having knowledge of all relevant facts; (ii) both Delisting Conditions having been satisfied as at the date of the letter of the Estimate of Value (the

“**Estimate of Value Letter**”); (iii) Top Yingchun Investment IV Shares to be issued in connection with the Revised Offer and the Rollover Option together with the Top Yingchun Investment IV Shares held by Jubilant Summer Limited, Power Powell Limited and Ample Lamei Holding Ltd (together, the “**Current Top Yingchun Shareholders**”) (for details of the shareholding structure of Top Yingchun Investment IV as at the date of the Estimate of Value Letter, please refer to the section headed “Shareholding structure of Top Yingchun Investment IV” in the Letter from CICC in the Revised Composite Document) would comprise the entire issued share capital of Top Yingchun Investment IV and no person has any right to acquire or subscribe any share or loan capital of Top Yingchun Investment IV other than Top Yingchun Investment IV Shares issued in connection with the Revised Offer, and assuming such issuance will be in the same as the Enhanced Offer Price; (iv) Top Yingchun Investment IV Shares to be issued in connection with the Revised Offer and the Rollover Option would have been issued pursuant to the terms of the Revised Offer and the Rollover Option free from all encumbrances, credited as fully-paid, non-assessable, and ranking *pari passu* with all issued shares in Top Yingchun Investment IV, including the right to receive in full all dividends and other distributions (if any) declared, made or paid on or after the date of their issue; (v) when the Offer is closed, Top Yingchun Investment IV’s turnover, profits, assets and liabilities (on a consolidated basis with its subsidiaries, Midco and the Offeror) will be the same as those of the Company, save for any outstanding debt borrowed by Midco, a wholly-owned subsidiary of Top Yingchun Investment IV to finance the Revised Offer under the Enhanced Offer Price (including debt under the Enhanced Offer Facility), which debt is not repaid; (vi) all cash in Top Yingchun Investment IV, Midco and the Offeror will have been paid out to other Boyu entities immediately after the completion of the Revised Offer (the “**Cash Assumption**”); (vii) all indebtedness and liabilities between any of Top Yingchun Investment IV, Midco and the Offeror on the one hand, and any other Boyu entities on the other hand, will have been settled immediately after completion of the Revised Offer; (viii) any Offer Shares in the issued share capital of the Company acquired by the Offeror have been acquired free from all liens, options and third party rights and together with the right to receive in full all dividends and other distributions (if any) declared, made or paid on or after the date of the Revised Composite Document; (ix) other than the Shares already owned by the Offeror and Thematic Bridge prior to the Offer, the Offer Shares comprise the entire issued share capital of the Company and, no person other than the Offeror has any right to acquire or option to subscribe for any share or loan capital of the Company and no share capital of the Company is disposed of nor any right granted over or in respect of it at any future date; (x) no dividend or other distribution (whether in cash or in kind) shall be declared, made or paid by the Company to the Shareholders between the date of the Revised Offer Announcement and completion of the Revised Offer; (xi) the Offeror, Top Yingchun Investment IV, Midco and the Company exist on a continuing basis; (xii) Top Yingchun Investment IV Shares are unlisted and are valued on this basis; and (xiii) after the completion of the Revised Offer, Top Yingchun Investment IV will continue to service its ongoing expenses (including any expenses incurred in connection with the Initial Offer and the Revised Offer) based on its shareholding in the Company. For further details on the assumptions made by CICC, please refer to the Appendix V to the Revised Composite Document.

CICC derives a range of Top Yingchun Share Value which reflects the estimated value of such shares hypothetically assuming for the purpose of calculating the top end of the range that they are listed and freely tradable, and for the purpose of calculating the bottom end of the range CICC assumed a discount of 30% to reflect, among other things, the lack of marketability and certain shareholders' rights. Set out below are the calculations for the range of the Top Yingchun Share Value:

Table 1 – Calculations for the range of Top Yingchun Share Value

(a) the value of all of the Shares indirectly held by Top Yingchun Investment IV via the Offeror and Thematic Bridge immediately following the completion of the Revised Offer	HK\$4,921,010,697.35
(b) the outstanding debt (and related interests (for the avoidance of doubt, no interests have been incurred as of the date of the Estimate of Value Letter)) borrowed by Midco to finance the Revised Offer under the Enhanced Offer Price (including debt under the Enhanced Offer Facility), which is not repaid	HK\$2,058,814,543.61
(c) any cash that may remain in the Offeror, Midco, and Top Yingchun Investment IV immediately following the completion of the Revised Offer and the payment of cash referred to in the Cash Assumption	HK\$0
Total value of the Top Yingchun Investment IV	HK\$2,862,196,153.74
Number of Top Yingchun Investment IV Shares in issue immediately after completion of the Revised Offer	329,366,646
Top end value per Top Yingchun Investment IV Share as at the date of the Estimate of Value Letter	HK\$8.69
Bottom end value per Top Yingchun Investment IV Share as at the date of the Estimate of Value Letter (Assuming a 30% discount for non-marketability of the Top Yingchun Investment IV Shares)	HK\$6.08

As set out in the above calculations, each of the Top Yingchun Investment IV Shares has an estimated value of HK\$8.69 at the top end of the range and an estimated value of HK\$6.08 at the bottom end of the range. The main difference between the top end and bottom end of the range is that no discount is applied to the top end, assuming the share is listed and freely tradeable, whereas the bottom end assumes a 30% discount for the lack of marketability and certain rights of the shareholders of an unlisted share. CICC is of the view that a discount of 30% is a reasonable assumption to be used for this purpose as it is consistent with the approach taken in recent market privatisation precedents in Hong Kong since 2013, which involves valuation of unlisted shares and adopts an illiquidity discount methodology to assess the value of the unlisted shares.

We consider it is reasonable to apply a discount to the value of an illiquid share with limited shareholders' rights from the independent shareholders' perspective. In order to assess the fairness and reasonableness of the level of discount, we have reviewed the privatisation cases in Hong Kong which involved unlisted shares being offered as an alternative transaction consideration based on published scheme document or composite document since 2021. We have identified 10 precedent cases which represent an exhaustive list on a best effort basis, and noted that a discount of 30% for lack of marketability and shareholders' rights was applied to derive the low-end value of the unlisted shares under the share alternative in all these precedent cases. Given there are 10 precedent cases and the decreasing relevance of older precedent cases, we consider that a review period of almost five years (i.e. since 2021) is sufficient, fair and representative to provide a recent overview of general market practice as regards to the lack of marketability discount applied in the valuation of unlisted shares in privatisation cases in Hong Kong.

Table 2 – Precedent cases in Hong Kong which involved unlisted shares in the offer since 2021

Date of scheme/ composite document	Company (stock code)	Discount applied
18 July 2025	Thing On Enterprise Limited (2292)	30%
22 May 2025	ESR Group Limited (1821)	30%
31 March 2025	Vesync Co., Ltd (2148)	30%
23 December 2024	Shanghai Henlius Biotech, Inc. (2696)	30%
2 July 2024	L'Occitane International S.A. (973)	30%
22 September 2023	Trigiant Group Limited (1300)	30%
4 May 2022	Suchuang Gas Corporation Limited (1430)	30%
10 November 2021	Lee Hing Development Limited (68)	30%
3 August 2021	Clear Media Limited (100)	30%
27 January 2021	Huifu Payment Limited (1806)	30%

Having considered the unlisted form of the Top Yingchun Investment IV Shares under the Rollover Option, we consider the methodology adopted by CICC to be a reasonable approach in establishing the Estimate of Value and is in line with commonly adopted approaches in similar cases in Hong Kong. We also consider that it is not practicable to precisely estimate a discount to reflect lack of marketability and limited shareholders' rights (from the independent shareholders' perspective), as it depends on differing circumstances. On the basis of the above, we are of the view that a discount of 30% adopted by CICC in its Estimate of Value to be acceptable. For further details of the methodology, basis, assumptions and computations of the Estimate of Value, please refer to Appendix V to the Revised Composite Document which should be read in its entirety.

Summary of our analysis on the Rollover Option

Based on the information and the Rollover Formula, including that (a) the Subscription Price represents the Net Asset Value per Expected Post Reclassification Top Yingchun Investment IV Share, thus Shareholders who elect the Rollover Option is in essence subscribing the Top Yingchun Investment IV Share, on a dollar-to-dollar basis, based on its Net Asset Value; (b) the Enhanced Offer Price represents the value per Share indirectly held by Top Yingchun Investment IV through the Offeror and Thematic Bridge in the calculation of the Net Asset Value, which is considered to be reasonable given the Rollover Option is subject to the Delisting Conditions being satisfied on or before the final Closing Date, under such circumstances, the Independent Shareholders shall receive the Enhanced Offer Price under the Revised Offer if the Delisting Conditions are satisfied, thus is considered to be fair and reasonable; (c) as at the Latest Practicable Date, Top Yingchun Investment IV has not engaged in, and is not intended to engage in, any business activities other than those matters in relation to the Initial Offer or Revised Offer; (d) all cash in Top Yingchun Investment IV, Midco and the Offeror will have been paid out to other Boyu entities immediately after the completion of the Revised Offer, and all indebtedness and liabilities between any of Top Yingchun Investment IV, Midco and the Offeror on the one hand, and any other Boyu entities on the other hand, will have been settled immediately after completion of the Revised Offer, hence the major assets of Top Yingchun Investment IV are the Shares indirectly held by Top Yingchun Investment IV through the Offeror and Thematic Bridge; (e) based on information as at the Latest Practicable Date and the information and assumptions as set out in Appendix V to the Revised Composite Document, the Subscription Price is calculated to HK\$8.69 per Top Yingchun Investment IV Share; and (f) the Estimate of Value by CICC, details of which are set out in Appendix V to the Revised Composite Document, ranged from HK\$6.08 at the bottom end to HK\$8.69 at the top end, of which the Subscription Price as set out under (e) falls within that range, we have considered the above factors and analysis as a whole and are of the view that the Subscription Price, being the Net Asset Value per Expected Post Reclassification Top Yingchun Investment IV Share, to be fair and reasonable.

Shareholders should note that Top Yingchun Investment IV is an unlisted company incorporated in the British Virgin Islands. Accordingly, there may or may not be a readily available open market for the trading of its shares and the holders of Top Yingchun

Investment IV Shares may encounter difficulties and incur additional costs, including administrative and/or legal costs, when disposing the Top Yingchun Investment IV Shares. Moreover, the value of the unlisted shares will not be determined by a transparent market mechanism. It should also be noted that the Subscription Price represents the net asset value per Top Yingchun Investment IV Share, which is determined with reference to the Enhanced Offer Price, being the offer price proposed by the Offeror for the withdrawal of listing of the Shares, subject to the Delisting Conditions being satisfied. In addition, its shareholders will subject to possible dilution risks and other corporate actions which may be conducted by Top Yingchun as minority shareholders and will not be entitled to the benefits, corporate governance and protections afforded under the Listing Rules. Furthermore, depending on the number of Shareholders who opted for the Rollover Option, Top Yingchun Investment IV may not qualify as a “public company” under the Takeovers Code, in which case the protections under the Takeovers Code may not be applicable to holders of its shares.

As set out in Appendix IV “Information of Top Yingchun Investment IV”, there is no dividend policy and no guarantee that any dividends will be paid, nor is there any dividend payment schedule, in respect of the Top Yingchun Investment IV Shares. As at the Latest Practicable Date, Top Yingchun Investment IV is owned by funds managed by subsidiaries of Boyu. The board of directors of Top Yingchun Investment IV may from time to time declare dividends and distributions on Top Yingchun Investment IV Shares and authorise payment of the same out of the funds of Top Yingchun Investment IV lawfully.

When considering whether to elect the Rollover Option, Shareholders should note that (a) upon the Delisting Conditions having been attained, Top Yingchun Investment IV will be the significant shareholder of the Company and the Offeror’s intention with regard to the Company has been set out under the section headed “Intention of the Offeror with regard to the Company” as set out in the Letter from CICC; and (b) the information and our analysis as set out under the sections headed “1.3 Industry and outlook of the Group” and “1.4 Our view” in this letter.

Having considered that (a) the Rollover Option is part and parcel of the Revised Offer and is available to all Offer Shareholders, subject to both of the Delisting Conditions being satisfied; (b) our analysis on the Subscription Price under the Rollover Option and the Appraised Value conducted by CICC as set out in Appendix V to the Revised Composite Document; (c) the Rollover Option is a right not an obligation to the Shareholders, which the subject Shareholders can elect at their sole discretion; (d) the Rollover Option offers an opportunity for the Offer Shareholders to retain an indirect interest in the Company after the withdrawal of listing of the Shares from the Stock Exchange; and (e) the Rollover Option does not adversely affect the rights of the Offer Shareholders under the Revised Offer, we are of the view that the Rollover Option is fair and reasonable.

However, in contrast to Boyu, being the ultimate controlling shareholder of the Offeror owned as to 100% by Top Yingchun Investment IV, which benefits from its role as an alternative asset management company with a comprehensive collaborative platform, focusing on private equity investment, listed company investment, venture capital investment and real estate and special opportunity investment, enabling it to effectively assess risks and make informed decisions regarding its interests in an unlisted company like Top Yingchun Investment IV.

Independent Shareholders, as minority stakeholders, may face risks by continue holding equity in the Company following the Offer in the event that the Company is delisted from the Stock Exchange, given the lack of an active trading market for the Top Yingchun Investment IV Shares, limited access to financial and operational information of the Company, resulting in more uncertainties for Independent Shareholders, such as reduced transparency, potential dilution of their stake, and limited influence over corporate decisions in the absence of public company protections.

On this basis, in particular, (a) the risks associated with becoming a minority shareholder of a private company; (b) the risks and uncertainties around the PRC property development industry as set out under sub-section headed “1.3 Industry and outlook of the Group” and our view from the analysis thereto as set out under sub-section headed “1.4 Our view” in this letter; and (c) the historical performance of the Group as set out under the section headed “1.1 Historical financial information of the Group” in this letter, in particular, the Group had recorded losses attributable to its owners for each of the three years ended 31 December 2022, 2023 and 2024, but experienced a turnaround and recorded a profit attributable to its owners for the six months ended 30 June 2025. However, it remains uncertainty whether the Group’s turnaround in its financial performance will further improve, maintain or deteriorate as the financial performance of the Group is subject to the then market competition, the prevailing market conditions of the property development and property management industries, as detailed under (b) above, the Independent Shareholders are recommended not to elect the Rollover Option, as the Rollover Option would in essence mean rolling its/his/her existing investment in the Shares of the Company, being a publicly listed company as at the Latest Practicable Date, that could otherwise be realised at the Enhanced Offer Price if both Delisting Conditions are satisfied, into a private unlisted company, being Top Yingchun Investment IV, at the Subscription Price.

Nonetheless, for Independent Shareholders who decide to elect the Rollover Option due to reasons such as (a) the background and investment experience and/or credentials of Boyu Group, being an alternative asset management group with a comprehensive collaborative platform, focusing on private equity investment, listed company investment, venture capital investment and real estate and special opportunity investment founded in 2011, further details of which are set out under sub-section headed “3.1 Information on the Offeror and the Boyu Group”; and/or (b) the subject Shareholders’ positive view towards the future prospects of the Group and the property management industry as a whole, and wish to elect the Rollover Option and become a shareholder of Top Yingchun

Investment IV, they should be aware of (a) the associated risks, including the risks as set out in the preceding paragraph above; and (b) the intention of the Offeror as set out in the section headed “Intention of the Offeror with regard to the Company” in the Letter from CICC.

2.9 Our analysis on the Buyback Option for Offer Shareholders who accepted the Initial Offer

Under General Principle 1 of the Takeovers Code (the “**General Principal 1**”), all shareholders are to be treated even-handedly and all shareholders of the same class are to be treated similarly.

However, Offer Shareholders who have tendered their acceptances under the Initial Offer before the despatch of this Revised Composite Document and thereby have sold their Shares to the Offeror at the Base Offer Price (i.e. the Tendered Shareholders) did not have the opportunity to elect Option A (Conditional Acceptance). With a view to uphold General Principle 1 to ensure all Offer Shareholders are treated even-handedly and similarly, the Offeror will grant the Buyback Option to the Tendered Shareholders, whereby allowing the Tendered Shareholders the option to buyback from the Offeror the Offer Shares that they have tendered and sold to the Offeror under the Initial Offer before the despatch of the Revised Composite Document, at the Base Offer Price of HK\$6.67 per Offer Share, if the Delisting Conditions are not satisfied by the final Closing Date (i.e. the Buyback Option).

On this basis, the Buyback Option, which can be exercised at the discretion of the Tendered Shareholders, would in effect place the Tendered Shareholders in the same position as if they had selected Option A (Conditional Acceptance) under the Revised Offer should they elect to exercise the Buyback Option.

Otherwise, the Tendered Shareholders are entitled to (i) the Base Offer Price if the Delisting Conditions are not satisfied by the final Closing Date; or (ii) the Enhanced Offer Price if the Delisting Conditions are satisfied by the final Closing Date through the Make-whole Arrangement, which are in effect similar to selecting Option B (Unconditional Acceptance) in terms of offer price receivable under the Revised Offer.

In this connection, all Shareholders are treated even-handedly, and thus we consider the Buyback Option to be fair and reasonable.

2.10 Summary of our analysis

Notwithstanding that the Base Offer Price is at a discount to the closing of the Last Trading Date and the average closing prices of Shares during the Review Period, having considered,

- (a) the Base Offer Price falls within the range of closing price of Shares during the Review Period, which indicates that the Base Offer Price is aligned with the market's range of pricing of the Shares during the Review Period as reflected by the historical trading range without significant deviation, therefore supporting that the Base Offer Price is within the normal Share price fluctuation during the Review Period;
- (b) during the First Review Period, there were (i) 213 trading days in which the closing price per Share was higher than the Base Offer Price; (ii) 28 trading days in which the closing price per Share was lower than the Base Offer Price; and (iii) three trading days in which the closing price per Share was equal to the Base Offer Price, and during the Second Review Period, there were (i) 97 trading days in which the closing price per Share was higher than the Base Offer Price; (ii) 39 trading days in which the closing price per Share was lower than the Base Offer Price; and (iii) one trading day in which the closing price per Share was equal to the Base Offer Price;
- (c) the Base Offer Price is in line with the closing price per Share during the Unaffected Period;
- (d) historical trading volume of the Shares is relatively thin, in particular, during the First Review Period;
- (e) the Implied P/S Ratio is within the range and above the average and median of the P/S Ratio of the Comparable Companies, which indicates that the Base Offer Price represents a premium relative to the average and median of Comparable Companies from a P/S Ratio perspective;
- (f) the Implied P/B Ratio is also within the range and above the average and median of the P/B Ratio of the Comparable Companies, which indicates that the Base Offer Price represents a premium relative to the average and median of Comparable Companies from a P/B Ratio perspective;
- (g) the Company has recorded a loss for the year attributable to its owners for each of the past three financial years ended 31 December 2022, 2023 and 2024, which ranged from approximately RMB587.3 million (FY2024) to approximately RMB1,818.5 million (FY2022) but recorded a profit attributable to its owners for the six months ended 30 June 2025 of approximately RMB65.0 million;
- (h) the Base Offer Price is equivalent to the total consideration for the Auction Shares of RMB666,835,067.60 (equivalent to HK\$717,976,536.28, based on the Applicable PBOC RMB:HKD Exchange Rate), and a consideration of RMB6.19 per Auction Share (equivalent to HK\$6.67 per Auction Share, based on the Applicable PBOC RMB:HKD Exchange Rate) under the Auction, being a public auction conducted by

the administrator of Jinke Property and supervised by the PRC Court, represents an open market value in its own right, given independent third parties also have rights to access and participate and bid in the subject public auction;

- (i) the Implied Enhanced P/S Ratio is above the average and median of the P/S Ratio of the Comparable Companies, and the Implied Enhanced P/B Ratio is above the average and median of the P/B Ratio of the Comparable Companies, which indicate that the Enhanced Offer Price represents a premium relative to the average and median of Comparable Companies from the P/S Ratio and P/B Ratio perspective, respectively;
- (j) based on the Privatisation Transactions comparison analysis, each of the LTD Premium, the 10-days Premium, the 30-days Premium, the 60-days Premium and NAV Premium regarding the Enhanced Offer Price falls within the range of the corresponding premiums/discounts of the Privatisation Transactions;
- (k) the Rollover Option is part and parcel of the Revised Offer and is available to all Offer Shareholders, subject to both of the Delisting Conditions being satisfied. The Rollover Option, which can be elected at the sole discretion of the subject Offer Shareholders, is a right but not an obligation to the Shareholders. Furthermore, it offers an opportunity for the Offer Shareholders to retain an indirect interest in the Company after the withdrawal of listing of the Shares from the Stock Exchange; and
- (l) the Revised Offer comprises the Enhanced Offer Price of HK\$8.69, which will only become payable if both Delisting Conditions are satisfied, represents a premium over the Base Offer Price of approximately 30.3%, would enable Independent Shareholders to (i) unlock the value in the Shares at a higher value; (ii) dispose their Shares, in part or in whole, regardless of the market liquidity at the time; and (iii) improve their investment flexibility by making the Rollover Option available at their discretion,

we consider the Revised Offer, comprising the Base Offer Price, the Enhanced Offer Price, the Rollover Option and the Buyback Option, to be fair and reasonable so far as the Independent Shareholders are concerned.

3. Information on the Offeror and the intention of the Offeror in relation to the Group

3.1 Information on the Offeror and the Boyu Group

As set out in the Letter from CICC, the Offeror is an investment holding company incorporated in Singapore with limited liability. The Offeror is 100% owned by Top Yingchun Investment IV, which is in turn held as to 71.43% by Jubilant Summer Limited, a company held as to 100% by Jubilant Springtime, LP. Jubilant Winter Limited held 100% interests in Jubilant Springtime, LP as its limited partner. Jubilant Season Limited is the general partner of Jubilant Springtime, LP. Both of Jubilant Winter Limited and Jubilant Season Limited are held as to 100% by Boyu Capital Fund V, Pte, Ltd, which is in turn held as to 100% by Boyu Capital Fund V. The general partner of Boyu Capital Fund V is Boyu Capital General Partner V, Ltd., which in turn held as to 100% by Boyu. Boyu is held as to 45.70% by XYXY Holdings Ltd., a company held as to 100% by Mr. Tong Xiaomeng. By virtue of the SFO, each of Top Yingchun Investment IV, Jubilant Summer Limited, Jubilant Springtime, LP, Jubilant Winter Limited, Jubilant Season Limited, Boyu Capital Fund V, Pte, Ltd, Boyu Capital Fund V, Boyu Capital General Partner V, Ltd., Boyu, XYXY Holdings Ltd. and Mr. Tong Xiaomeng are deemed to be interested in the Shares held by the Offeror.

Thematic Bridge is an investment holding company incorporated in Singapore with limited liability, which is owned by funds managed by subsidiaries of Boyu. The ultimate controlling shareholder of Thematic Bridge is Boyu.

Founded in 2011, Boyu Group is an alternative asset management group with a comprehensive collaborative platform, focusing on private equity investment, listed company investment, venture capital investment and real estate and special opportunity investment. Using a theme-driven and long-term oriented approach, Boyu Group provides growth and transformational capital to leading companies in sectors including high technology, healthcare, consumer and business services. Entities within the Boyu Group have also acted as the investment manager or the investment adviser of funds that have made investments in portfolio companies across various industries, including real estate and property management companies located in Asia, such as Onewo Inc. (2602.HK).

As set out in the 2024 Annual Report, Boyu Group became the single largest Shareholder of the Company in 2022. As set out in the published disclosure of interests information dated 15 December 2021 and in the announcement of the Company dated 16 December 2021, Boyu Group became a substantial Shareholder of the Company since December 2021. Each of Mr. Wu Xiaoli, Ms. Lin Ke and Mr. Qi Shihao, being representatives of the Boyu Group, has been appointed as a non-executive director of the Company since 18 August 2022, 18 August 2022 and 7 December 2023, respectively.

The Offeror is an investment holding entity within the Boyu Group. The Boyu Group is primarily focused on passive investments including private equity investments, publicly listed companies and venture capital. Upon the completion of the Offer, the Offeror intends to maintain the Group's operations under a professional management model.

As at the Latest Practicable Date, the managers of Boyu are Yixin, Ltd. (of which Mr. Tong Xiaomeng is the sole shareholder and sole director) and JH Capital Holdings Ltd. (of which Dr. Cheung, Chi Yan Louis is the sole shareholder and sole director). Yixin, Ltd. and JH Capital Holdings Ltd., each as a manager of Boyu, oversees the operations and management of Boyu.

3.2 Intentions of the Offeror in relation to the Group

As set out in the Letter from CICC, it is the intention of the Offeror to continue with the existing businesses of the Group and the Offeror does not intend to introduce any major changes to the businesses of the Group. Accordingly, there will be no material change to the existing businesses or the employment of the existing employees of the Group as a result of the Offer. In addition, the Offeror has no intention to dispose of the assets of the Company other than those in the ordinary and usual course of business. As at the Latest Practicable Date, the Offeror, being a financial investor, has not formulated any concrete plans for any material disposal of assets of the Group.

RECOMMENDATION

Having considered the abovementioned principal factors and reasons for the Revised Offer, comprising the Base Offer Price, the Enhanced Offer Price, the Rollover Option and the Buyback Option, including:

- (a) the Base Offer Price, which was equivalent to the price per Share under the Auction, being a public auction conducted by the Administrator and supervised by the PRC Court, represents an open market value in its own right, given independent third parties also have rights to access, participate and bid in the subject public auction;
- (b) the Enhanced Offer Price, which represents a premium to the Base Offer Price, will only become payable if both Delisting Conditions are satisfied. If the Delisting Resolution is approved and the Delisting Acceptance Condition is satisfied, Offer Shareholders who accept the Offer will be entitled to receive the Enhanced Offer Price;
- (c) the Base Offer Price falls within range of the highest and lowest closing price of Shares during the First Review Period and is in line with the closing price per Share during the Unaffected Period, which indicates that the Base Offer Price is aligned with the market's range of pricing of the Shares during the Review Period as reflected by the historical trading range without significant deviation, therefore supporting that the Base Offer Price is within the normal Share price fluctuation

during the Review Period. For information purposes, during the First Review Period, there were (i) 213 trading days in which the closing price per Share was higher than the Base Offer Price; (ii) 28 trading days in which the closing price per Share was lower than the Base Offer Price; and (iii) three trading days in which the closing price per Share was equal to the Offer Price. During the Second Review Period, there were (i) 97 trading days in which the closing price per Share was higher than the Base Offer Price; (ii) 39 trading days in which the closing price per Share was lower than the Base Offer Price; and (iii) one trading day in which the closing price per Share was equal to the Base Offer Price;

- (d) the Base Offer Price of HK\$6.67 and the Enhanced Offer Price of HK\$8.69 respectively represents a premium of approximately 5.8% and 37.9% to the 30 June 2025 Net Asset Value Per Share of approximately HK\$6.30;
- (e) the respective Implied P/S Ratio based on the Base Offer Price and the Enhanced Offer Price of approximately 0.79 times and 1.03 times is within the range of the P/S Ratio of the Comparable Companies, being from approximately 0.21 times to approximately 1.03 times, and above the average and median P/S Ratio of the Comparable Companies of approximately 0.65 times and 0.69 times, respectively;
- (f) the respective Implied P/B Ratio based on the Base Offer Price and the Enhanced Offer Price of approximately 1.06 times and 1.38 times is within the range of the P/B Ratio of the Comparable Companies, being from approximately 0.30 times to approximately 1.88 times, and above the average and median of the P/B Ratio of the Comparable Companies of approximately 1.00 times and 0.87 times, respectively;
- (g) based on the Privatisation Transactions comparison analysis, the Enhanced Offer Price falls within the range of each of the LTD Premium, the 10-days Premium, the 30-days Premium, the 60-days Premium and NAV Premium of the Privatisation Transactions, respectively;
- (h) our analysis as set out under “2.7 Analysis on Option A (Conditional Acceptance) and Option B (Unconditional Acceptance) in the Revised Form of Acceptance” in this letter, in particular, Independent Shareholders who decide to accept the Revised Offer and elect Option B, their acceptance is unconditional, and shall receive (i) the Base Offer Price of HK\$6.67 per Share in the event that the Delisting Conditions are not met; or (ii) the Enhanced Offer Price of HK\$8.69 per Share in the event that the Delisting Conditions are met. For Independent Shareholders who decide to accept the Revised Offer and elect Option A, their acceptance is conditional upon satisfaction of both Delisting Conditions. They shall receive the Enhanced Offer Price if both Delisting Conditions are satisfied. If the Delisting Conditions are not satisfied by the Final Closing Date, acceptances under Option A will lapse and the relevant share certificates will be returned to the subject Independent Shareholders;

- (i) the Rollover Option is part and parcel of the Revised Offer and is available to all Offer Shareholders, subject to both of the Delisting Conditions being satisfied. The Rollover Option, which can be elected at the sole discretion of the subject Offer Shareholders, is a right but not an obligation to the Shareholders. Furthermore, it offers an opportunity for the Offer Shareholders to retain an indirect interest in the Company after the withdrawal of listing of the Shares from the Stock Exchange, thus is considered to be fair and reasonable so far as the Independent Shareholders are concerned. Nonetheless, given the risks associated with becoming a minority shareholder of a private company, the risks and uncertainties around the PRC property development industry, uncertainty around whether the Group's turnaround in financial performance for the six months ended 30 June 2025 will further improve, maintain or deteriorate, the Independent Shareholders are recommended not to elect the Rollover Option;
- (j) our analysis on the historical financial performance and position of the Group as set out under paragraph headed "1. Financial information of the Group and industry outlook", in particular, the prevailing PRC market environment and economic conditions are subject to the ongoing geopolitical uncertainties and economic challenges, including the protectionist policies under the current U.S. administration, as well as a slowed down of completion of PRC real estate development projects and the lowered demand of properties would also create a challenging environment for the property management sector as a whole;
- (k) during each of the three years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2025, no dividend had been declared by the Company. As at the Latest Practicable Date, the Company has no outstanding dividend or other distribution that has been declared, made but not yet paid. In addition, the Company does not intend to declare, pay and/or make any dividend or other distribution on the Shares during the Offer Period. In this connection, Independent Shareholders should take into account (i) the consolidated financial performance of the Group with loss and total comprehensive income for the year attributable to owners of the Company during the three consecutive financial years ended 31 December 2024; (ii) the consolidated financial performance of the Group with profit and total comprehensive income for the six months ended 30 June 2025 attributable to owners of the Company as set out in the 2025 Interim Results Announcement; (iii) the stated dividend policy of the Group which sets out that the Board recommended the cash dividend for the full year ended 31 December 2021 to 2025 of not less than 40% of profit attributable to owners of the Company for the subject year as set out in the 2024 Annual Report; and (iv) as the financial year ending 31 December 2025 is not yet completed, there are no certainties that the Group will distribute dividend under the stated dividend policy; and

- (l) the Independent Shareholders shall also consider and monitor the trading volume of Shares during the Offer Period given the thin historical trading volume of the Shares on the Stock Exchange as discussed under the section headed “2.4 Historical liquidity of the Shares” in this letter, they may experience difficulty in disposing significant number of their Shares in the open market without creating downward pressure on the price of Shares and that there is no assurance on whether the Share price and liquidity can maintain at the prevailing level beyond the Offer Period. The Revised Offer provides the Independent Shareholders with an assured exit if they wish to realise their investments in Shares at (i) the Base Offer Price; or (ii) the Enhanced Offer Price if (aa) the Delisting Resolution is approved at the EGM; and (bb) the Delisting Acceptance Condition, are satisfied,

based on the above principal factors and reasons, we consider that the Revised Offer are fair and reasonable. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders on the following basis:

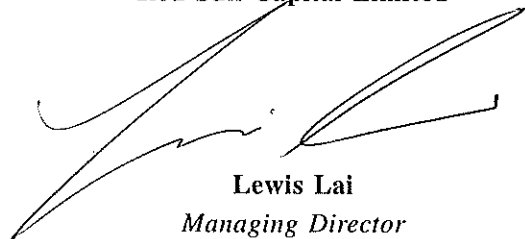
- (a) if Independent Shareholder is of the view that the Delisting Conditions will not be met and that the amount of net proceeds from disposing its/his/her Shares in the open market exceeds the amount of net proceeds receivable from the Revised Offer under the Base Offer Price, then they should consider disposing its/his/her Shares in the open market instead of accepting the Revised Offer;
- (b) if Independent Shareholder is of the view that the Delisting Conditions will be met, and that the amount of net proceeds from disposing its/his/her Shares in the open market is less than the amount of net proceeds receivable from the Revised Offer under the Enhanced Offer Price, then they should consider accepting the Revised Offer by electing Option B as they will be paid the Base Offer Price no later than seven (7) Business Days of valid acceptance and an additional payment of HK\$2.02 per Offer Share through the Make-whole Arrangement no later than seven (7) Business Days after the satisfaction of the Delisting Conditions, which means they would receive the Base Offer Price comparatively earlier than if they elect Option A;
- (c) for Independent Shareholders who wish to dispose their Shares at not less than the Enhanced Offer Price and that the net proceeds from disposing its/his/her Shares in the open market is lower than the net proceeds receivable from the Revised Offer under the Enhanced Offer Price, we recommend such Independent Shareholder to elect Option A;
- (c) regardless of their view on whether the Delisting Conditions will be met or not, if the amount of net proceeds from disposing the Independent Shareholders' Shares in the open market is more than the amount of net proceeds receivable from the Revised Offer under the Enhanced Offer Price, then Independent Shareholders should consider disposing its/his/her Shares in the open market;
- (d) do not elect the Rollover Option; and

(e) vote in favour of the Delisting Resolution at the EGM.

Nonetheless, Shareholders reminded to monitor the trading price and liquidity of the Shares during the Offer Period and, having regard to their own circumstances, consider selling their Shares in the open market instead of tendering their Shares under the Revised Offer, if the net proceeds from such sales exceed the net amount receivable under the Revised Offer.

As each individual Independent Shareholder would have different investment objectives and/or circumstances, we recommend any Independent Shareholders who may require advice in relation to any aspect of the Revised Offer and/or the Revised Composite Document, or as to the action to be taken, to consult a licensed securities dealer, bank manager, solicitor, professional accountant, tax adviser or other professional adviser. Furthermore, they should carefully read the procedures for accepting the Revised Offer as set out in the Revised Composite Document, its appendices and the accompanying Revised Form of Acceptance.

Yours faithfully
For and on behalf of
Red Sun Capital Limited



Lewis Lai
Managing Director

Mr. Lewis Lai is a licensed person registered with the SFC and a responsible officer of Red Sun Capital Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and has over 18 years of experience in the corporate finance industry.

* For identification purpose only