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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your Shares in Yuexiu Property Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**(1) MAJOR AND CONNECTED TRANSACTION — DISPOSAL OF  
ASSETS AND BUSINESSES THROUGH  
TRANSFER OF THE TARGET COMPANIES  
(2) NOTICE OF EGM; AND  
(3) CLOSURE OF REGISTER OF MEMBERS**

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



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A letter from the Board is set out on pages 10 to 33 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on pages 34 to 35 of this circular. A letter from Somerley Capital Limited, the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 36 to 70 of this circular.

A notice convening the general meeting of the Company to be held at Plaza I-IV, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 15 June 2026 at 11:00 a.m. (or as soon as practicable immediately after the conclusion of the annual general meeting of the Company convened to be held at 10:15 a.m. on the same date and at the same place or any postponed meeting thereof) is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend and vote at the general meeting in person, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the general meeting or any adjourned meeting or postponed meeting thereof. The completion and delivery of a proxy form will not preclude you from attending and voting in person at the general meeting or any adjourned meeting or postponed meeting thereof should you so wish, and in such event, the instrument appointed a proxy will be deemed to be revoked. For the avoidance of doubt, unless otherwise announced by the Company, the general meeting of the Company will be held at the time and place specified in the notice of general meeting of the Company notwithstanding any adjournment of the annual general meeting of the Company.

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	10
<b>LETTER FROM THE INDEPENDENT BOARD COMMITTEE</b> .....	34
<b>LETTER FROM THE INDEPENDENT FINANCIAL ADVISER</b> .....	36
<b>APPENDIX I — FINANCIAL INFORMATION OF THE GROUP</b> .....	I-1
<b>APPENDIX IIA — VALUATION REPORT OF THE PROPERTIES</b> .....	IIA-1
<b>APPENDIX IIB — VALUATION REPORT OF EQUITY INTEREST IN THE TARGET COMPANIES</b> .....	IIB-1
<b>APPENDIX IIC — VALUATION REPORT OF THE HEALTHCARE IP RIGHTS</b> .....	IIC-1
<b>APPENDIX III — GENERAL INFORMATION</b> .....	III-1
<b>NOTICE OF GENERAL MEETING</b> .....	EGM-1

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 4 May 2026 in respect of, among others, the Disposal
“associate”	has the meaning ascribed to it under the Listing Rules
“Bestview Worldwide”	Bestview Worldwide Limited (佳景環球有限公司), a limited liability company incorporated under the laws of Hong Kong and a wholly-owned subsidiary of the Company
“Bijie Hotel”	the property known as “Bijie Hotel” (畢節酒店), located at the Southern side of Huangping Road and the Western side of Jinxiu Road, Dafang County, Bijie City, Guizhou Province, the PRC
“Bijie Hotel Completion”	completion of registration of transfer of equity interest in the Bijie Hotel Target Company to the relevant Purchaser pursuant to the Bijie Hotel Transfer Agreement
“Bijie Hotel Completion Date”	the date on which the Bijie Hotel Completion takes place
“Bijie Hotel Disposal Consideration”	has the meaning ascribed to it in the paragraph headed “Bijie Hotel Disposal Consideration, payment terms and basis of determination of consideration” in the Letter from the Board of this circular
“Bijie Hotel Loan”	the non-interest bearing loan in the amount of RMB241,850,000 provided by GCCD to the Bijie Hotel Target Company under an existing loan arrangement between GCCD and the Bijie Hotel Target Company, the outstanding principal amount as at the date of the Bijie Hotel Transfer Agreement being RMB241,850,000
“Bijie Hotel Share Consideration”	has the meaning ascribed to it in the paragraph headed “Bijie Hotel Disposal Consideration, payment terms and basis of determination of consideration” in the Letter from the Board of this circular
“Bijie Hotel Target Company”	Bijie Yuejia Real Estate Development Co., Ltd. (畢節越嘉房地產開發有限公司), a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company

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## DEFINITIONS

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“Bijie Hotel Transfer Agreement”	the agreement in respect of the transfer of the equity interest in the Bijie Hotel Target Company dated 1 May 2026 entered into between GCCD, Guangzhou Yuexiu Industrial Investment and the Bijie Hotel Target Company
“Board”	the board of Directors
“Company”	Yuexiu Property Company Limited, a limited liability company incorporated under the laws of Hong Kong, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00123)
“Completion”	the completion of the Disposal pursuant to the Transfer Agreements
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Disposal”	the proposed disposal by the Vendors of the Target Companies to the Purchasers pursuant to the Transfer Agreements
“Effective Date”	in respect of the Nansha IFC Transfer Agreement, the Yungu Industrial Park Transfer Agreement, the Zhigu Industrial Park Transfer Agreement, the Bijie Hotel Transfer Agreement and the Kangyang Transfer Agreement, respectively, the date on which the relevant agreement is stamped with the respective company seals and executed by the respective legal representatives or authorised representatives of each party to such agreement, and when the resolution(s) approving the transactions contemplated under such agreement as well as all of the other Transfer Agreements has been passed by the Independent Shareholders at the EGM
“EGM”	the general meeting of the Shareholders to be held at Plaza I-IV, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 15 June 2026 at 11:00 a.m. (or as soon as practicable immediately after the conclusion of the annual general meeting of the Company convened to be held at 10:15 a.m. on the same date and at the same place or any postponed meeting thereof) to consider, and, if thought fit, to approve the relevant resolution(s) in relation to the Disposal, including the approval of the Transfer Agreements
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“GCCD”	Guangzhou City Construction & Development Co. Ltd. (廣州市城市建設開發有限公司), a company established in the PRC and a non-wholly owned subsidiary of the Company
“Guangzhou Junjing”	Guangzhou Junjing No. 1 Real Estate Development Co., Ltd. (廣州雋景一號房地產開發有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“Guangzhou Paper Group”	Guangzhou Paper Group Co., Ltd. (廣州造紙集團有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of GZYX
“Guangzhou Qingyue”	Guangzhou Qingyue Real Estate Development Co., Ltd. (廣州慶越房地產開發有限公司), a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company
“Guangzhou Yuechuang Zhishu”	Guangzhou Yuechuang Zhishu Information Technology Co., Ltd. (廣州越創智數信息科技有限公司), a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company
“Guangzhou Yuexiu Health”	Guangzhou Yuexiu Health Technology Co., Ltd. (廣州越秀健康科技有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of GZYX
“Guangzhou Yuexiu Industrial Investment”	Guangzhou Yuexiu Industrial Investment Co., Ltd. (廣州越秀實業投資有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of GZYX
“Guangzhou Yuexiu Intelligent Manufacturing”	Guangzhou Yuexiu Intelligent Manufacturing Technology Co., Ltd. (廣州越秀智造科技有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of GZYX
“GZYX”	Guangzhou Yue Xiu Holdings Limited* (廣州越秀集團股份有限公司), a limited liability company established in the PRC which is majority owned by the Guangzhou Municipal People’s Government of the PRC

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## DEFINITIONS

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“Healthcare IP Rights”	the ownership and intellectual property rights of the Kangyang Client Management Platform (including software copyright Kangyang Client Management Platform V1.0), Yuexiu Institutional Elderly Care Management System (including software copyright Yuexiu Institutional Elderly Care Management System 2.8.2, software copyright Yuexiu Institutional Elderly Care Mobile Software 1.8.4), as well as the ownership of Yuexiu Property Hospital Information System and the intellectual property rights of the secondary technology development results of the system, owned by Guangzhou Yuechuang Zhishu as at the date of the Kangyang Transfer Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board, comprising all of the independent non-executive Directors, namely Mr. Yu Lup Fat Joseph, Mr. Lee Ka Lun, Mr. Lau Hon Chuen Ambrose and Mr. Cheung Kin Sang, established to advise the Independent Shareholders in relation to the Disposal
“Independent Financial Adviser” or “Somerley”	Somerley Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Disposal
“Independent Shareholder(s)”	Shareholder(s) other than (i) GZYYX and its associates; and (ii) Mr. Lin Zhaoyuan
“Independent Valuer”	Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent valuer appointed by the Company
“Kangyang Completion”	completion of registration of transfer of equity interest in the Kangyang Target Companies to the relevant Purchaser pursuant to the Kangyang Transfer Agreement
“Kangyang Completion Date”	the date on which the Kangyang Completion takes place
“Kangyang Disposal Consideration”	has the meaning ascribed to it in the paragraph headed “Kangyang Disposal Consideration, payment terms and basis of determination of consideration” in the Letter from the Board of this circular

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## DEFINITIONS

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“Kangyang Loan”	the non-interest bearing loan in the amount of RMB392,608,465.5 provided by GCCD to the Kangyang Target Companies under an existing loan arrangement between GCCD and the Kangyang Target Companies, the outstanding principal amount as at the date of the Kangyang Transfer Agreement being RMB392,608,465.5
“Kangyang Share Consideration”	has the meaning ascribed to it in the paragraph headed “Kangyang Disposal Consideration, payment terms and basis of determination of consideration” in the Letter from the Board of this circular
“Kangyang Target Companies”	Kangyang Target Company A and Kangyang Target Company B
“Kangyang Target Company A”	Guangzhou Yuexiu Kangyang Industry Investment Holding Co., Ltd. (廣州越秀康養產業投資控股有限公司), a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company
“Kangyang Target Company B”	Guangzhou Yuexiu Community Home Care Service Co., Ltd. (廣州越秀社區居家養老服務有限公司), a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company
“Kangyang Transfer Agreement”	the agreement in respect of the transfer of the equity interest in the Kangyang Target Companies dated 1 May 2026 entered into between GCCD, Guangzhou Yuexiu Health and the Kangyang Target Companies
“Latest Practicable Date”	20 May 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nansha IFC”	the property known as “Yuexiu International Financial Center” (越秀國際金融中心), located at No. 3, 7 and 11 Haiwang Road, Nansha District, Guangzhou City, Guangdong Province, the PRC and car park spaces, further details of which are set out in the section headed “Information of the Properties and the Target Companies” in the Letter from the Board of this circular
“Nansha IFC Completion”	completion of registration of transfer of equity interest in the Nansha IFC Target Companies to the relevant Purchaser pursuant to the Nansha IFC Transfer Agreement

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## DEFINITIONS

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“Nansha IFC Completion Date”	the date on which the Nansha IFC Completion takes place
“Nansha IFC Share Consideration”	has the meaning ascribed to it in the paragraph headed “Nansha IFC Share Consideration, payment terms and basis of determination of consideration” in the Letter from the Board of this circular
“Nansha IFC Target Companies”	Nansha IFC Target Company A, Nansha IFC Target Company B and Nansha IFC Target Company C
“Nansha IFC Target Company A”	Guangzhou Nansha Mingyue Commercial Management Co., Ltd. (廣州南沙明越商業管理有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“Nansha IFC Target Company B”	Guangzhou Nansha Lingyue Commercial Management Co., Ltd. (廣州南沙靈越商業管理有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“Nansha IFC Target Company C”	Guangzhou Nansha Jingxiu Commercial Management Co., Ltd. (廣州南沙景秀商業管理有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“Nansha IFC Transfer Agreement”	the agreement in respect of the transfer of the equity interest in the Nansha IFC Target Companies dated 1 May 2026 entered into between Guangzhou Junjing, Guangzhou Paper Group and the Nansha IFC Target Companies
“Notice of EGM”	the notice included in this circular in respect of the EGM to consider and, if though fit, approve the Disposal, the Transfer Agreements and the transactions contemplated thereunder
“PRC”	the People’s Republic of China but excluding, for the purpose of this circular, Hong Kong, the Macao Special Administrative Region and Taiwan
“Properties”	the properties subject to the Disposal, particulars of which are set out in the section headed “Information of the Properties and the Target Companies” in the Letter from the Board of this circular
“Purchasers”	Guangzhou Paper Group, Guangzhou Yuexiu Intelligent Manufacturing, Guangzhou Yuexiu Industrial Investment and Guangzhou Yuexiu Health
“RMB”	Renminbi, the official currency of the PRC

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## DEFINITIONS

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“S1 Building“	the building for ancillary commercial use located in the Yungu Industrial Park with a gross floor area of approximately 5,465.71 sq.m., including all rights and interests relating to the land use rights (apportioned) within the boundaries of the property (including in ancillary facilities, equipment, common areas and communal facilities)
“S1 Building Disposal Consideration”	has the meaning ascribed to it in the paragraph headed “S1 Building Disposal Consideration, payment terms and basis of determination of consideration” in the Letter from the Board of this circular
“S1 Building Transfer Agreement”	the agreement in respect of the transfer of the S1 Building dated 1 May 2026 entered into between Guangzhou Qingyue, the Yungu Industrial Park Target Company and Guangzhou Yuexiu Intelligent Manufacturing
“S1 Building Transfer Agreement Effective Date”	has the meaning ascribed to it in the paragraph headed “S1 Building Transfer Agreement Effective Date” in the Letter from the Board of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of the Company
“Shareholder(s)”	any person(s) registered as holding an ordinary share on the register of members of the Company
“sq.m.”	square meter
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Companies”	the Nansha IFC Target Companies, the Yungu Industrial Park Target Company, the Zhigu Industrial Park Target Company, the Bijie Hotel Target Company and the Kangyang Target Companies
“Transfer Agreements”	the Nansha IFC Transfer Agreement, Yungu Industrial Park Transfer Agreement, S1 Building Transfer Agreement, Zhigu Industrial Park Transfer Agreement, the Bijie Hotel Transfer Agreement and the Kangyang Transfer Agreement
“Vendors”	Guangzhou Junjing, Guangzhou Qingyue, Bestview Worldwide and GCCD

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## DEFINITIONS

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“Yungu Industrial Park”	the property known as “Yuexiu Nansha Intelligent Manufacturing Production Base Project (Phase II)” (越秀南沙智能製造生產基地項目(二期)), located at the Southern side of Duxue Road and the Northern side of Dongchong Avenue, Nansha District, Guangzhou City, Guangdong Province, the PRC, excluding the S1 Building for the purpose of this circular
“Yungu Industrial Park Completion”	completion of registration of transfer of equity interest in the Yungu Industrial Park Target Company to the relevant Purchaser pursuant to the Yungu Industrial Park Transfer Agreement
“Yungu Industrial Park Completion Date”	the date on which the Yungu Industrial Park Completion takes place
“Yungu Industrial Park Share Consideration”	has the meaning ascribed to it in the paragraph headed “Yungu Industrial Park Share Consideration, payment terms and basis of determination of consideration” in the Letter from the Board of this circular
“Yungu Industrial Park Target Company”	Guangzhou Shengyue Industrial Park Operation Management Co., Ltd. (廣州盛越產業園區運營管理有限公司), a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company
“Yungu Industrial Park Transfer Agreement”	the agreement in respect of the transfer of the equity interest in the Yungu Industrial Park Target Company dated 1 May 2026 entered into between Guangzhou Qingyue, Guangzhou Yuexiu Intelligent Manufacturing and the Yungu Industrial Park Target Company
“Zhigu Industrial Park”	the property known as “Zhigu Industrial Park” (智谷產業園), located at No. 1 and No. 3 Qinghui Middle Road and No. 1, Chuangzhi 3rd Street, Nansha District, Guangzhou City, Guangdong Province, the PRC
“Zhigu Industrial Park Completion”	completion of registration of transfer of equity interest in the Zhigu Industrial Park Target Company to the relevant Purchaser pursuant to the Zhigu Industrial Park Transfer Agreement
“Zhigu Industrial Park Completion Date”	the date on which the Zhigu Industrial Park Completion takes place

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## DEFINITIONS

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“Zhigu Industrial Park Disposal Consideration”	has the meaning ascribed to it in the paragraph headed “Zhigu Industrial Park Disposal Consideration, payment terms and basis of determination of consideration” in the Letter from the Board of this circular
“Zhigu Industrial Park Loan”	the non-interest bearing loan in the amount of RMB520,129,000 provided by GCCD to the Zhigu Industrial Park Target Company under an existing loan arrangement between GCCD and the Zhigu Industrial Park Target Company, the outstanding principal amount as at the date of the Zhigu Industrial Park Transfer Agreement being RMB520,129,000
“Zhigu Industrial Park Share Consideration”	has the meaning ascribed to it in the paragraph headed “Zhigu Industrial Park Disposal Consideration, payment terms and basis of determination of consideration” in the Letter from the Board of this circular
“Zhigu Industrial Park Target Company”	Guangzhou Jiachong Economic Information Consulting Co., Ltd. (廣州佳崇經濟信息諮詢有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“Zhigu Industrial Park Transfer Agreement”	the agreement in respect of the transfer of the equity interest in the Zhigu Industrial Park Target Company dated 1 May 2026 entered into between Bestview Worldwide, Guangzhou Yuexiu Intelligent Manufacturing, the Zhigu Industrial Park Target Company and GCCD
“%”	per cent or percentage

\* *For identification purpose only*



**越秀地產股份有限公司**  
**YUEXIU PROPERTY COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 00123)**

*Executive Directors*

Lin Zhaoyuan (*Chairman*)  
Zhu Huisong  
Jiang Guoxiong  
He Yuping  
Chen Jing  
Liu Yan

*Registered Office*

26/F, Yue Xiu Building  
160 Lockhart Road  
Wanchai  
Hong Kong

*Non-Executive Directors*

Zhang Yibing  
Su Junjie

*Independent Non-executive Directors*

Yu Lup Fat Joseph  
Lee Ka Lun  
Lau Hon Chuen Ambrose  
Cheung Kin Sang

26 May 2026

*To the Shareholders*

Dear Sir or Madam,

**MAJOR AND CONNECTED TRANSACTION — DISPOSAL OF  
ASSETS AND BUSINESSES THROUGH  
TRANSFER OF THE TARGET COMPANIES**

**INTRODUCTION**

Reference is made to the Announcement. On 1 May 2026, each of the respective Vendors and the respective Purchasers entered into the relevant Transfer Agreements, pursuant to which the relevant Vendors conditionally agreed to sell, and the relevant Purchasers conditionally agreed to acquire, the equity interest in the Target Companies.

Each of the Nansha IFC Transfer Agreement, the Yungu Industrial Park Transfer Agreement, the Zhigu Industrial Park Transfer Agreement, the Bijie Hotel Transfer Agreement and the Kangyang Transfer Agreement shall take effect on the Effective Date and the S1 Building Transfer Agreement shall take effect on the S1 Building Transfer Agreement

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## LETTER FROM THE BOARD

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Effective Date. Each of the Transfer Agreements is inter-conditional and shall take effect when, among others, the resolution(s) approving the transactions contemplated under all of the Transfer Agreements has been passed by the Independent Shareholders at the EGM.

The purpose of this circular is to provide you with, among other things, (i) further details regarding the Disposal; (ii) the letter from the Independent Board Committee with its opinion and recommendation on the Disposal, the Transfer Agreements and the transactions contemplated thereunder to the Independent Shareholders; (iii) the letter from the Independent Financial Adviser with its advice on the Disposal, the Transfer Agreements and the transactions contemplated thereunder to the Independent Board Committee and the Independent Shareholders; (iv) the valuation reports in respect of assets subject to the Disposal and the equity interest in the Target Companies prepared by the Independent Valuer; and (v) the Notice of EGM.

### **TRANSFER OF NANSHA IFC**

The principal terms of the Nansha IFC Transfer Agreement are set out below:

#### **Date**

1 May 2026

#### **Parties**

Guangzhou Junjing (as seller), Guangzhou Paper Group (as purchaser) and the Nansha IFC Target Companies (as target companies).

#### **Assets to be disposed of**

Pursuant to the Nansha IFC Transfer Agreement, subject to approval by the Independent Shareholders at the EGM, Guangzhou Junjing agreed to sell, and Guangzhou Paper Group agreed to purchase, the entire equity interest in each of the Nansha IFC Target Companies, which are the registered legal owners of the land use rights and ownership rights of the underlying Nansha IFC.

#### **Nansha IFC Share Consideration, payment terms and basis of determination of consideration**

The consideration for the disposal of the Nansha IFC Target Companies is RMB1,934,387,600 payable in cash (the “**Nansha IFC Share Consideration**”).

The Nansha IFC Share Consideration was determined after arm’s length negotiations between the parties after taking into account, among others, the appraised value of the equity interest of the Nansha IFC Target Companies of approximately RMB1.896 billion as at 31 March 2026 as appraised by the Independent Valuer using the asset-based approach having taken into account the appraised value of Nansha IFC and the reasons for and benefits of the Disposal as set out in the section headed “Reasons for and Benefits of the Disposal” in the Letter from the Board of this circular. The appraised value of Nansha IFC, being the

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## LETTER FROM THE BOARD

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underlying properties held by the Nansha IFC Target Companies, as determined by the Independent Valuer using income approach was approximately RMB1.689 billion as at 31 March 2026.

Please refer to the valuation report of the Properties and the valuation report of the equity interest in the Nansha IFC Target Companies as set out in Appendix IIA and Appendix IIB to the circular, respectively, for further information on the valuation.

The Nansha IFC Share Consideration shall be paid by Guangzhou Paper Group to the account designated by Guangzhou Junjing within five working days from the Effective Date.

### **Condition precedent to completion**

Nansha IFC Completion is subject to and conditional upon satisfaction of the condition under the Nansha IFC Transfer Agreement, namely that the representations and warranties of Guangzhou Junjing under the Nansha IFC Transfer Agreement remaining true and accurate in all material respects as at the date of signing of the Nansha IFC Transfer Agreement.

Guangzhou Paper Group may waive the above condition precedent in writing, and such waived condition is deemed to have been fulfilled.

### **Completion of the Disposal**

Subject to the fulfilment of the condition precedent under the Nansha IFC Transfer Agreement, Guangzhou Paper Group shall, within the timeframe specified by Guangzhou Junjing, cooperate in providing all documents required from Guangzhou Paper Group for the registration of transfer of equity interest in the Nansha IFC Target Companies. Within four working days of Guangzhou Junjing receiving the aforementioned documents from Guangzhou Paper Group and Guangzhou Paper Group having paid the Nansha IFC Share Consideration in full, Guangzhou Junjing shall apply to the relevant Administration for Market Regulation for the registration of transfer of equity interest in the Nansha IFC Target Companies. Nansha IFC Completion shall take place on the date on which registration of transfer of equity interest in the Nansha IFC Target Companies to Guangzhou Paper Group has been completed.

## **TRANSFER OF YUNGU INDUSTRIAL PARK AND S1 BUILDING**

### **Transfer of Yungu Industrial Park**

The principal terms of the Yungu Industrial Park Transfer Agreement are set out below:

#### **Date**

1 May 2026

#### **Parties**

Guangzhou Qingyue (as seller), Guangzhou Yuexiu Intelligent Manufacturing (as purchaser) and the Yungu Industrial Park Target Company (as target company).

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## LETTER FROM THE BOARD

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### **Assets to be disposed of**

Pursuant to the Yungu Industrial Park Transfer Agreement, subject to approval by the Independent Shareholders at the EGM, Guangzhou Qingyue agreed to sell, and Guangzhou Yuexiu Intelligent Manufacturing agreed to purchase, the entire equity interest in the Yungu Industrial Park Target Company, which is the registered legal owner of the land use rights and ownership rights of the underlying Yungu Industrial Park, and will become the registered legal owner of the land use rights and ownership rights of the S1 Building upon completion of the transfer of such rights from Guangzhou Qingyue. The Group's original acquisition cost of the Yungu Industrial Park was approximately RMB636.57 million.

### **Yungu Industrial Park Share Consideration, payment terms and basis of determination of consideration**

The consideration for the disposal of the Yungu Industrial Park Target Company is RMB1,085,613,600 payable in cash (the “**Yungu Industrial Park Share Consideration**”).

The Yungu Industrial Park Share Consideration was determined after arm's length negotiations between the parties after taking into account, among others, the appraised value of the equity interest of the Yungu Industrial Park Target Company of approximately RMB1.085 billion as at 31 March 2026 as appraised by the Independent Valuer using the asset-based approach having taken into account the appraised value of the Yungu Industrial Park and the reasons for and benefits of the Disposal as set out in the section headed “Reasons for and Benefits of the Disposal” in the Letter from the Board of this circular. The appraised value of the Yungu Industrial Park, being the underlying properties held by the Yungu Industrial Park Target Company, as determined by the Independent Valuer using income approach was approximately RMB990 million as at 31 March 2026.

Please refer to the valuation report of the Properties and the valuation report of the equity interest in the Yungu Industrial Park Target Company as set out in Appendix IIA and Appendix IIB to the circular, respectively, for further information on the valuation.

The Yungu Industrial Park Share Consideration shall be paid by Guangzhou Yuexiu Intelligent Manufacturing to the account designated by Guangzhou Qingyue within five working days from the Effective Date.

### **Condition precedent to completion**

Yungu Industrial Park Completion is subject to and conditional upon satisfaction of the condition under the Yungu Industrial Park Transfer Agreement, namely that the representations and warranties of Guangzhou Qingyue under the Yungu Industrial Park Transfer Agreement remaining true and accurate in all material respects as at the date of signing of the Yungu Industrial Park Transfer Agreement.

Guangzhou Yuexiu Intelligent Manufacturing may waive the above condition precedent in writing, and such waived condition is deemed to have been fulfilled.

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## LETTER FROM THE BOARD

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### **Completion of the Disposal**

Subject to the fulfilment of the condition precedent under the Yungu Industrial Park Transfer Agreement, Guangzhou Yuexiu Intelligent Manufacturing shall, within the timeframe specified by Guangzhou Qingyue, cooperate in providing all documents required from Guangzhou Yuexiu Intelligent Manufacturing for the registration of transfer of equity interest in the Yungu Industrial Park Target Company. Within four working days of Guangzhou Qingyue receiving the aforementioned documents from Guangzhou Yuexiu Intelligent Manufacturing and Guangzhou Yuexiu Intelligent Manufacturing having paid the Yungu Industrial Park Share Consideration in full, Guangzhou Qingyue shall apply to the relevant Administration for Market Regulation for the registration of transfer of equity interest in the Yungu Industrial Park Target Company. Yungu Industrial Park Completion shall take place on the date on which registration of transfer of equity interest in the Yungu Industrial Park Target Company to Guangzhou Yuexiu Intelligent Manufacturing has been completed.

### **Transfer of the S1 Building**

The principal terms of the S1 Building Transfer Agreement are set out below:

#### **Date**

1 May 2026

#### **Parties**

Guangzhou Qingyue (as seller), the Yungu Industrial Park Target Company (as purchaser) and Guangzhou Yuexiu Intelligent Manufacturing (as purchaser to the Yungu Industrial Park Transfer Agreement).

#### **Assets to be disposed of**

Pursuant to the S1 Building Transfer Agreement, subject to fulfilment of the conditions as set out in the paragraph headed “S1 Building Transfer Agreement Effective Date” below, Guangzhou Qingyue agreed to sell, and the Yungu Industrial Park Target Company agreed to purchase, the land use rights and ownership rights of the S1 Building. As at the Latest Practicable Date, initial registration of the property ownership of the S1 Building under the name of Guangzhou Qingyue has been completed. The Group’s original acquisition cost of the S1 Building was approximately RMB39.11 million.

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## LETTER FROM THE BOARD

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### **S1 Building Transfer Agreement Effective Date**

The S1 Building Transfer Agreement shall take effect on the date on which the S1 Building Transfer Agreement is stamped with the respective company seals and executed by the respective legal representatives or authorised representatives of each party, and when the following conditions are fulfilled (the “**S1 Building Transfer Agreement Effective Date**”), and the S1 Building Transfer Agreement Effective Date shall be the date on which the last of the conditions is fulfilled:

- (a) (if applicable) the resolution approving the transactions contemplated under such agreement having been passed by the Independent Shareholders at the EGM;
- (b) the Yungu Industrial Park Completion having occurred pursuant to the Yungu Industrial Park Transfer Agreement;
- (c) Guangzhou Qingyue having completed the initial registration of the property ownership of the S1 Building; and
- (d) the resolution approving the transactions contemplated under the other Transfer Agreements having been passed by the Independent Shareholders at the EGM.

As at the Latest Practicable Date, the condition in paragraph (c) has been fulfilled.

### **S1 Building Disposal Consideration, payment terms and basis of determination of consideration**

The consideration for the disposal of the S1 Building is RMB58,212,000 payable in cash (the “**S1 Building Disposal Consideration**”).

The S1 Building Disposal Consideration was determined after arm’s length negotiations between the parties after taking into account, among others, the appraised value of the S1 Building of approximately RMB48.10 million as at 31 March 2026 as appraised by the Independent Valuer using the income approach; and the reasons for and benefits of the Disposal as set out in the section headed “Reasons for and Benefits of the Disposal” in the Letter from the Board of this circular.

Please refer to the valuation report of the Properties as set out in Appendix IIA to the circular for further information on the valuation.

The S1 Building Disposal Consideration shall be paid by the Yungu Industrial Park Target Company to the account designated by Guangzhou Qingyue within five working days from the S1 Building Transfer Agreement Effective Date.

### **Completion of the Disposal**

Subject to the S1 Building Transfer Agreement having become effective, Guangzhou Qingyue shall deliver the S1 Building to the Yungu Industrial Park Target Company in accordance with the delivery conditions as stipulated in the S1 Building Transfer Agreement (including the conditions of the building, ancillary facilities and equipment, documents and

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## LETTER FROM THE BOARD

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keys, and settlement of outstanding fees such as property management fees and utilities) within five working days after the Yungu Industrial Park Target Company has paid the S1 Building Disposal Consideration in full. Upon acceptance by the Yungu Industrial Park Target Company, both parties shall sign the asset delivery confirmation as set out in the S1 Building Transfer Agreement.

Within three working days after Guangzhou Qingyue has received the S1 Building Disposal Consideration and both parties have signed the asset delivery confirmation, the parties shall jointly apply to the property registration authority to transfer and register the title to the S1 Building under the name of the Yungu Industrial Park Target Company.

### **TRANSFER OF ZHIGU INDUSTRIAL PARK**

The principal terms of the Zhigu Industrial Park Transfer Agreement are set out below:

#### **Date**

1 May 2026

#### **Parties**

Bestview Worldwide (as seller), Guangzhou Yuexiu Intelligent Manufacturing (as purchaser), the Zhigu Industrial Park Target Company (as target company) and GCCD (as lender under the Zhigu Industrial Park Loan).

#### **Assets to be disposed of**

Pursuant to the Zhigu Industrial Park Transfer Agreement, subject to approval by the Independent Shareholders at the EGM: (i) Bestview Worldwide agreed to sell, and Guangzhou Yuexiu Intelligent Manufacturing agreed to purchase, the entire equity interest in the Zhigu Industrial Park Target Company, which wholly owns Guangzhou Yuexiu Industrial Development Co., Ltd. (廣州越秀產業發展有限公司), the registered legal owner of the land use rights and ownership rights of the underlying Zhigu Industrial Park; and (ii) Guangzhou Yuexiu Intelligent Manufacturing agreed to procure the Zhigu Industrial Park Target Company to repay the Zhigu Industrial Park Loan to GCCD by providing special-purpose loans in amounts equal to the aggregate outstanding principal amount of the Zhigu Industrial Park Loan on a dollar-for-dollar basis.

#### **Zhigu Industrial Park Disposal Consideration, payment terms and basis of determination of consideration**

The consideration for the disposal of the Zhigu Industrial Park Target Company (the “**Zhigu Industrial Park Disposal Consideration**”) is equal to the sum of (1) the payment for the disposal of the equity interest in the Zhigu Industrial Park Target Company payable in cash, which is RMB453,224,700 (the “**Zhigu Industrial Park Share Consideration**”); and (2) the repayment amount of the Zhigu Industrial Park Loan (being the aggregate outstanding

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## LETTER FROM THE BOARD

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principal amount of the Zhigu Industrial Park Loan as at the date of the Zhigu Industrial Park Transfer Agreement on a dollar-for-dollar basis), which is RMB520,129,000 and payable in cash.

The Zhigu Industrial Park Share Consideration was determined after arm's length negotiations between the parties after taking into account, among others, the appraised value of the equity interest of the Zhigu Industrial Park Target Company of approximately RMB395.62 million as at 31 March 2026 as appraised by the Independent Valuer using the asset-based approach having taken into account the appraised value of the Zhigu Industrial Park; and the reasons for and benefits of the Disposal as set out in the section headed "Reasons for and Benefits of the Disposal" in the Letter from the Board of this circular. The appraised value of Zhigu Industrial Park, being the underlying properties held by the Zhigu Industrial Park Target Company through its subsidiary, as determined by the Independent Valuer using income approach was approximately RMB1.273 billion as at 31 March 2026.

Please refer to the valuation report of the Properties and the valuation report of the equity interest in the Zhigu Industrial Park Target Company as set out in Appendix IIA and Appendix IIB to the circular, respectively, for further information on the valuation.

The Zhigu Industrial Park Share Consideration shall be paid by Guangzhou Yuexiu Intelligent Manufacturing to the account designated by Bestview Worldwide which is incorporated in Hong Kong within five working days from the Effective Date, subject to completion of the relevant tax filing and registration of foreign exchange of the Zhigu Industrial Park Target Company. Taking into account the possible processing time required for settlement of payment offshore, the payment time for the Zhigu Industrial Park Share Consideration may be extended for not more than 30 days if the delay in payment is due to reasons not attributable to Guangzhou Yuexiu Intelligent Manufacturing, including but not limited to tax filing and payment obligations as well as pre-conditions required by foreign exchange authorities.

Within three working days from the Zhigu Industrial Park Completion, Guangzhou Yuexiu Intelligent Manufacturing shall provide special-purpose loans to the Zhigu Industrial Park Target Company in amounts equal to the aggregate outstanding principal amount of the Zhigu Industrial Park Loan, and the Zhigu Industrial Park Target Company shall immediately use such special-purpose loans to repay the Zhigu Industrial Park Loan to GCCD on the same day following receipt of such special-purpose loans.

### **Condition precedent to completion**

Zhigu Industrial Park Completion is subject to and conditional upon satisfaction of the condition under the Zhigu Industrial Park Transfer Agreement, namely that the representations and warranties of Bestview Worldwide under the Zhigu Industrial Park Transfer Agreement remaining true and accurate in all material respects as at the date of signing of the Zhigu Industrial Park Transfer Agreement.

Guangzhou Yuexiu Intelligent Manufacturing may waive the above condition precedent in writing, and such waived condition is deemed to have been fulfilled.

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## LETTER FROM THE BOARD

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### **Completion of the Disposal**

Within three working days from the Effective Date, subject to the fulfilment of the condition precedent under the Zhigu Industrial Park Transfer Agreement, Guangzhou Yuexiu Intelligent Manufacturing shall cooperate in providing all documents required from Guangzhou Yuexiu Intelligent Manufacturing for the registration of transfer of equity interest in the Zhigu Industrial Park Target Company. Bestview Worldwide shall as soon as possible apply to the relevant Administration for Market Regulation for the registration of transfer of equity interest in the Zhigu Industrial Park Target Company after receiving the aforementioned documents. Zhigu Industrial Park Completion shall take place on the date on which registration of transfer of equity interest in the Zhigu Industrial Park Target Company to Guangzhou Yuexiu Intelligent Manufacturing has been completed.

### **Transitional arrangements**

From the date on which the equity interest in the Zhigu Industrial Park Target Company is registered under the name of Guangzhou Yuexiu Intelligent Manufacturing and until Bestview Worldwide receives the Zhigu Industrial Park Share Consideration and the Zhigu Industrial Park Loan is fully repaid, the seals of the Zhigu Industrial Park Target Company shall be held under joint custody, stored in a secure safe, with the key held by Bestview Worldwide's designee and the password set by Guangzhou Yuexiu Intelligent Manufacturing. Use of such seals will require written consent of both parties.

Upon receipt of the Zhigu Industrial Park Share Consideration and repayment of the Zhigu Industrial Park Loan in full, Bestview Worldwide shall hand over all documents relating to the Zhigu Industrial Park Target Company, including, among others, corporate documents and seals, land use and building certificates, contracts and financial records.

### **TRANSFER OF BIJIE HOTEL**

The principal terms of the Bijie Hotel Transfer Agreement are set out below:

#### **Date**

1 May 2026

#### **Parties**

GCCD (as seller), Guangzhou Yuexiu Industrial Investment (as purchaser) and the Bijie Hotel Target Company (as target company).

#### **Assets to be disposed of**

Pursuant to the Bijie Hotel Transfer Agreement, subject to approval by the Independent Shareholders at the EGM: (i) GCCD agreed to sell, and Guangzhou Yuexiu Industrial Investment agreed to purchase, the entire equity interest in the Bijie Hotel Target Company, which is the registered legal owner of the land use rights and ownership rights of the underlying Bijie Hotel; and (ii) Guangzhou Yuexiu Industrial Investment agreed to procure the

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## LETTER FROM THE BOARD

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Bijie Hotel Target Company to repay the Bijie Hotel Loan to GCCD by providing special-purpose loans in amounts equal to the aggregate outstanding principal amount of the Bijie Hotel Loan on a dollar-for-dollar basis.

### **Bijie Hotel Disposal Consideration, payment terms and basis of determination of consideration**

The consideration for the disposal of the Bijie Hotel Target Company (the “**Bijie Hotel Disposal Consideration**”) is equal to the sum of (1) the payment for the disposal of the equity interest in the Bijie Hotel Target Company payable in cash, which is RMB2,721,600 (the “**Bijie Hotel Share Consideration**”); and (2) the repayment amount of the Bijie Hotel Loan (being the aggregate outstanding principal amount of the Bijie Hotel Loan as at the date of the Bijie Hotel Transfer Agreement on a dollar-for-dollar basis), which is RMB241,850,000 and payable in cash.

The Bijie Hotel Share Consideration was determined after arm’s length negotiations between the parties after taking into account, among others, the appraised value of the equity interest of the Bijie Hotel Target Company of nominal as at 31 March 2026 as appraised by the Independent Valuer using the asset-based approach having taken into account the appraised value of the Bijie Hotel; and the reasons for and benefits of the Disposal as set out in the section headed “Reasons for and Benefits of the Disposal” in the Letter from the Board of this circular. The appraised value of the Bijie Hotel, being the underlying properties held by the Bijie Hotel Target Company, as determined by the Independent Valuer using discounted cash flow approach was approximately RMB225.7 million as at 31 March 2026.

Please refer to the valuation report of the Properties and the valuation report of the equity interest in the Bijie Hotel Target Company as set out in Appendix IIA and Appendix IIB to the circular, respectively, for further information on the valuation.

The Bijie Hotel Share Consideration shall be paid by Guangzhou Yuexiu Industrial Investment to the account designated by GCCD within five working days from the Effective Date.

Within three working days from the Bijie Hotel Completion, Guangzhou Yuexiu Industrial Investment shall provide special-purpose loans to the Bijie Hotel Target Company in amounts equal to the aggregate outstanding principal amount of the Bijie Hotel Loan, and the Bijie Hotel Target Company shall immediately use such special-purpose loans to repay the Bijie Hotel Loan to GCCD on the same day following receipt of such special-purpose loans.

### **Condition precedent to completion**

Bijie Hotel Completion is subject to and conditional upon satisfaction of the condition under the Bijie Hotel Transfer Agreement, namely that the representations and warranties of GCCD under the Bijie Hotel Transfer Agreement remaining true and accurate in all material respects as at the date of signing of the Bijie Hotel Transfer Agreement.

Guangzhou Yuexiu Industrial Investment may waive any of the above conditions precedent in writing, and such waived condition is deemed to have been fulfilled.

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## LETTER FROM THE BOARD

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### Completion of the Disposal

Subject to the fulfilment of the condition precedent under the Bijie Hotel Transfer Agreement, Guangzhou Yuexiu Industrial Investment shall, within the timeframe specified by GCCD, cooperate in providing all documents required from Guangzhou Yuexiu Industrial Investment for the registration of transfer of equity interest in the Bijie Hotel Target Company. Within four working days of GCCD receiving the aforementioned documents from Guangzhou Yuexiu Industrial Investment and Guangzhou Yuexiu Industrial Investment having paid the Bijie Hotel Share Consideration in full, GCCD shall apply to the relevant Administration for Market Regulation for the registration of transfer of equity interest in the Bijie Hotel Target Company. Bijie Hotel Completion shall take place on the date on which registration of transfer of equity interest in the Bijie Hotel Target Company to Guangzhou Yuexiu Industrial Investment has been completed.

### TRANSFER OF KANGYANG TARGET COMPANIES

The principal terms of the Kangyang Transfer Agreement are set out below:

#### Date

1 May 2026

#### Parties

GCCD (as seller), Guangzhou Yuexiu Health (as purchaser) and the Kangyang Target Companies (as target companies).

#### Assets to be disposed of

Pursuant to the Kangyang Transfer Agreement, subject to approval by the Independent Shareholders at the EGM: (i) GCCD agreed to sell, and Guangzhou Yuexiu Health agreed to purchase, the entire equity interest in each of the Kangyang Target Companies, which are directly or indirectly holding 42 investee companies; and (ii) Guangzhou Yuexiu Health agreed to procure the Kangyang Target Companies to repay the Kangyang Loan to GCCD by providing special-purpose loans in amounts equal to the aggregate outstanding principal amount of the Kangyang Loan on a dollar-for-dollar basis.

#### Kangyang Disposal Consideration, payment terms and basis of determination of consideration

The consideration for the disposal of the Kangyang Target Companies (the “**Kangyang Disposal Consideration**”) is equal to the sum of (1) the payment for the disposal of the equity interest in the Kangyang Target Companies payable in cash, which is RMB2,838,200 (the “**Kangyang Share Consideration**”); and (2) the repayment amount of the Kangyang Loan (being the aggregate outstanding principal amount of the Kangyang Loan as at the date of the Kangyang Transfer Agreement on a dollar-for-dollar basis), which is RMB392,608,465.5 and payable in cash.

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## LETTER FROM THE BOARD

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The Kangyang Share Consideration was determined after arm's length negotiations between the parties after taking into account, among others, the appraised value of the Kangyang Target Companies of nominal as at 31 March 2026 as appraised by the Independent Valuer using the asset-based approach; and the reasons for and benefits of the Disposal as set out in the section headed "Reasons for and Benefits of the Disposal" in the Letter from the Board of this circular.

Please refer to the valuation report of the equity interest in the Kangyang Target Companies as set out in Appendix IIB to the circular for further information on the valuation.

It has been agreed that GCCD shall procure Guangzhou Yuechuang Zhishu to complete the transfer of the Healthcare IP Rights to the Kangyang Target Company A as soon as possible and no later than the Kangyang Completion, at a cash consideration of RMB9,084,512.10 (comprising the transfer price of RMB8,570,294.43 and value-added tax of RMB514,217.67). The consideration was determined after arm's length negotiations between the parties after taking into account, among others, the appraised value of the Healthcare IP Rights of RMB8,493,000 as at 31 March 2026 as appraised by the Independent Valuer using the replacement cost method under the cost approach. Please refer to the valuation report of the Healthcare IP Rights as set out in Appendix IIC to the circular for further information on the valuation. As at the Latest Practicable Date, Guangzhou Yuechuang Zhishu has completed the transfer of the Healthcare IP Rights to the Kangyang Target Company A.

The Healthcare IP Rights are comprised of a suite of software applications specifically developed to support the management of residential care facilities and the delivery of comprehensive elderly care services, including (i) Yuexiu Institutional Elderly Care Management System, which provides support for full-process elderly care operations through functions such as reception and registration, bed management and control, admission processing, service scheduling, and fee settlement; (ii) Kangyang Client Management Platform, which provides services to elderly residents and their families through mini-programmes with functions including bill enquiries and payments, visit bookings, and updates on residents' well-being; and (iii) Yuexiu Property Hospital Information System, which serves as the core platform for in-hospital medical management, covering outpatient, inpatient, and billing management scenarios, and is complemented by integrated workstations for doctors and nurse. The Healthcare IP Rights have been used exclusively by the Kangyang Target Companies, which are principally engaged in investment, operation and management of healthcare, nursing and elderly care businesses, and are inextricably linked to the Kangyang Target Companies' core business operations. As such, the transfer of the Healthcare IP Rights is incidental to the disposal of the Group's healthcare, nursing and elderly care businesses through the transfer of the Kangyang Target Companies, and is not expected to result in any material impact to the Group's core business operations.

The Kangyang Share Consideration shall be paid by Guangzhou Yuexiu Health to the account designated by GCCD within five working days from the Effective Date.

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## LETTER FROM THE BOARD

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Within three working days from the Kangyang Completion, Guangzhou Yuexiu Health shall provide special-purpose loans to the Kangyang Target Companies in amounts equal to the aggregate outstanding principal amount of the Kangyang Loan, and the Kangyang Target Companies shall immediately use such special-purpose loans to repay the Kangyang Loan to GCCD on the same day following receipt of such special-purpose loans.

### **Condition precedent to completion**

Kangyang Completion is subject to and conditional upon satisfaction of the condition under the Kangyang Transfer Agreement, namely that the representations and warranties of GCCD under the Kangyang Transfer Agreement remaining true and accurate in all material respects as at the date of signing of the Kangyang Transfer Agreement.

Guangzhou Yuexiu Health may waive the above condition precedent in writing, and such waived condition is deemed to have been fulfilled.

### **Completion of the Disposal**

Subject to the fulfilment of the condition precedent under the Kangyang Transfer Agreement, Guangzhou Yuexiu Health shall, within the timeframe specified by GCCD, cooperate in providing all documents required from Guangzhou Yuexiu Health for the registration of transfer of equity interest in the Kangyang Target Companies. Within four working days of GCCD receiving the aforementioned documents from Guangzhou Yuexiu Health and Guangzhou Yuexiu Health having paid the Kangyang Share Consideration in full, GCCD shall apply to the relevant Administration for Market Regulation for the registration of transfer of equity interest in the Kangyang Target Companies. Kangyang Completion shall take place on the date on which registration of transfer of equity interest in the Kangyang Target Companies to Guangzhou Yuexiu Health has been completed.

## **INFORMATION OF THE PROPERTIES AND THE TARGET COMPANIES**

### **The Properties**

Nansha IFC is located at No. 3, 7 and 11 Haiwang Road, Nansha District, Guangzhou City, Guangdong Province, the PRC and has a total gross floor area of 128,639.18 sq.m. and comprises one 41 storey above-ground office building tower and one 29 storey above-ground office building tower, both situated above a two storey above-ground commercial property, a one storey basement with 685 car park spaces. It is located at the tip of Lingshan Island, a new business and financial district in Nansha District, a key strategic location in the Greater Bay Area.

Yungu Industrial Park is located at the Southern side of Duxue Road and the Northern side of Dongchong Avenue, Nansha District, Guangzhou City, Guangdong Province, the PRC and has a site area of 25,724.00 sq.m. and comprises: (a) 10 buildings with industry park and ancillary commercial functions and basement, with a total gross floor area of approximately 121,322.17 sq.m.; and (b) the S1 Building which is a building for ancillary commercial use with a gross floor area of approximately 5,465.71 sq.m and an unaudited book value of

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## LETTER FROM THE BOARD

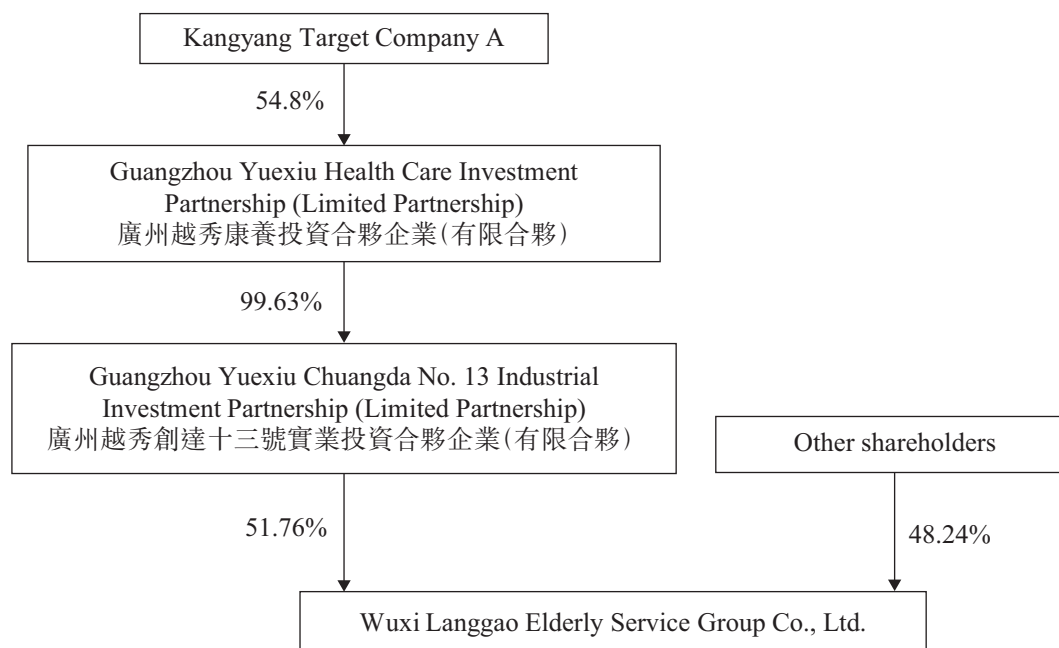
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RMB39,112,832 as at 31 March 2026. It is located in Qingsheng Hub, a new technology and innovation industrial district in Guangzhou City, the capital city of Guangdong Province and key strategic location in the Greater Bay Area.

Zhigu Industrial Park is located at No. 1 and No. 3 Qinghui Middle Road and No. 1, Chuangzhi 3rd Street, Nansha District, Guangzhou City, Guangdong Province, the PRC and has a site area of 41,114.00 sq.m. and comprises 11 buildings with industry park functions and a basement, with a total gross floor area of approximately 160,185.77 sq.m. It is located in Qingsheng Hub, a new technology and innovation industrial district in Guangzhou City, the capital city of Guangdong Province and key strategic location in the Greater Bay Area.

Bijie Hotel is located at the Southern side of Huangping Road and the Western side of Jinxiu Road, Dafang County, Bijie City, Guizhou Province, the PRC and has a site area of 18,916.00 sq.m. and comprises a six storey above-ground hotel building with a gross floor area of approximately 24,477.77 sq.m. Bijie Hotel integrates 200 guest rooms, restaurants and banquet halls and has come into operation since 2023. It is located in Baili Dujian Scenic Area, a National 5A — level Scenic Area in Guizhou Province.

Each of the Kangyang Target Companies, which are directly or indirectly holding 42 investee companies, is principally engaged in investment, operation and management of healthcare, nursing and elderly care businesses. Among such investee companies is Wuxi Langgao Elderly Service Group Co., Ltd. (無錫朗高養老集團股份有限公司, stock code: 839367.NQ), which is listed on the National Equities Exchange and Quotations. A simplified shareholding structure of Wuxi Langgao Elderly Service Group Co., Ltd. is set out below:



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## LETTER FROM THE BOARD

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### The Target Companies

Set out below is a summary of the unaudited financial information of each of the Target Companies for the two financial years ended 31 December 2024 and 2025 or the period ended 31 March 2026, as applicable, presented on a combined basis from the perspective of the relevant Target Company:

#### *Nansha IFC Target Company A*

	<b>For the financial year ended 31 December 2024/ as at 31 December 2024 (RMB'000)</b>	<b>For the financial year ended 31 December 2025/ as at 31 December 2025 (RMB'000)</b>
Revenue	743	16,336
Net losses before taxation	(6,113)	(62,251)
Net losses after taxation	(4,585)	(46,689)
Total assets	744,469	698,040
Net assets	743,644	696,956

#### *Nansha IFC Target Company B*

	<b>For the financial year ended 31 December 2024/ as at 31 December 2024 (RMB'000)</b>	<b>For the financial year ended 31 December 2025/ as at 31 December 2025 (RMB'000)</b>
Revenue	—	—
Net profit/(losses) before taxation	2,249	(5,900)
Net profit/(losses) after taxation	1,687	(4,425)
Total assets	25,977	21,683
Net assets	25,918	21,493

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**LETTER FROM THE BOARD**

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*Nansha IFC Target Company C*

	<b>For the financial year ended 31 December 2024/ as at 31 December 2024 (RMB'000)</b>	<b>For the financial year ended 31 December 2025/ as at 31 December 2025 (RMB'000)</b>
Revenue	1,557	34,248
Net profit before taxation	223,113	239
Net profit after taxation	167,335	179
Total assets	1,584,270	1,584,663
Net assets	1,582,610	1,582,789

*Yungu Industrial Park Target Company*

**For the period from the date of its  
establishment to 31 March 2026/  
as at 31 March 2026  
(RMB'000)**

Revenue	—
Net losses before taxation	(137)
Net losses after taxation	(137)
Total assets	731,518
Net assets	731,381

*Note:* the Yungu Industrial Park Target Company was established on 15 January 2026.

*Zhigu Industrial Park Target Company (including its subsidiaries)*

	<b>For the financial year ended 31 December 2024/ as at 31 December 2024 (RMB'000)</b>	<b>For the financial year ended 31 December 2025/ as at 31 December 2025 (RMB'000)</b>
Revenue	15,108	42,648
Net profit before taxation	329,604	92,088
Net profit after taxation	247,313	69,081
Total assets	1,153,862	1,584,531
Net assets	218,917	287,998

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**LETTER FROM THE BOARD**

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***Bijie Hotel Target Company***

	<b>For the financial year ended 31 December 2024/ as at 31 December 2024 (RMB'000)</b>	<b>For the financial year ended 31 December 2025/ as at 31 December 2025 (RMB'000)</b>
Revenue	1,011	4,043
Net losses before taxation	(5,519)	(2,814)
Net losses after taxation	(4,139)	(2,111)
Total assets	256,444	255,508
Net assets/(liabilities)	2,072	(39)

***Kangyang Target Company A (including its subsidiaries)***

	<b>For the financial year ended 31 December 2024/ as at 31 December 2024 (RMB'000)</b>	<b>For the financial year ended 31 December 2025/ as at 31 December 2025 (RMB'000)</b>
Revenue	101,970	145,155
Net losses before taxation	(92,347)	(39,444)
Net losses after taxation	(84,536)	(31,653)
Total assets	1,100,149	920,150
Net liabilities	(84,905)	(116,558)

***Kangyang Target Company B***

	<b>For the financial year ended 31 December 2024/ as at 31 December 2024 (RMB'000)</b>	<b>For the financial year ended 31 December 2025/ as at 31 December 2025 (RMB'000)<sup>Note</sup></b>
Revenue	10,314	14,888
Net profit/(losses) before taxation	92	(824)
Net profit/(losses) after taxation	721	(824)
Total assets	65,738	64,382
Net liabilities	(16,299)	(17,123)

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## LETTER FROM THE BOARD

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*Note:* Kangyang Target Company B has received RMB450,000 from Kangyang Target Company A for the provision of training services to Kangyang Target Company A, and has receivables due from a subsidiary of Kangyang Target Company A in the amount of RMB3.60 million, being interest free internal intercompany balances with no fixed term.

### FINANCIAL EFFECTS OF THE DISPOSAL

It is estimated that the Group will record a gain (after taxation) of approximately RMB108 million, based on the difference between the share consideration of RMB3,537 million and net asset value of the Target Companies in their respective unaudited financial statements as at 31 December 2025 or 31 March 2026 (being approximately RMB3,226 million, less enterprise income tax, land appreciation tax and other applicable taxes estimated to be payable in connection with the Disposal (being approximately RMB203 million). As a result of the Disposal, the total assets of the Group are expected to decrease by approximately RMB5,900 million while the net assets of the Group are expected to increase by approximately RMB108 million. In addition, the earnings of the Group are expected to increase by approximately RMB108 million. The actual financial effects of the Disposal are subject to audit and completion of the Disposal and therefore may be different from the amounts mentioned above.

The Disposal with the net proceeds of RMB4.46 billion is expected to reduce the Group's gearing ratio from approximately 40.8% to 39.3% as at 31 December 2025. Recovering capital through disposal of the Target Companies and the Properties enhances financial flexibility by optimising the capital structure, and potentially reducing interest expenses, which strengthens the Group's financial position.

Following the Completion, the Company will cease to have any interest in the Target Companies and the Properties. As such, the Target Companies will cease to be subsidiaries of the Company and the financial results of the Target Companies will no longer be consolidated into those of the Company.

### USE OF PROCEEDS

The net proceeds from the Disposal, being the sum of the Nansha IFC Share Consideration, Yungu Industrial Park Share Consideration, S1 Building Disposal Consideration, Zhigu Industrial Park Disposal Consideration, Bijie Hotel Disposal Consideration and Kangyang Disposal Consideration deducting the transaction costs, expenses and taxes associated with the Disposal, are estimated to be approximately RMB4.46 billion. It is expected that approximately RMB400 million of the net proceeds will be applied towards the repayment of existing indebtedness of the Vendors, primarily consisting of borrowings owed to independent third-party banks of approximately RMB400 million. The remaining net proceeds of approximately RMB4.06 billion from the Disposal will be applied towards the working capital of the Group, primarily for the payment of land premium and construction fees.

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## LETTER FROM THE BOARD

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### REASONS FOR AND BENEFITS OF THE DISPOSAL

Prior to recommending the Disposal, the Group considered various alternatives, including selling the Properties to independent third parties through open tender or competitive bidding by auction. However, these options were deemed less favourable due to prevailing market conditions and execution risks, and the difficulty of finding a willing buyer with the appetite to take over the whole portfolio. Similarly, identifying and securing a third-party buyer through a public tender process within a commercially reasonable timeframe would be highly challenging. In contrast, a negotiated transaction structure offers greater certainty of execution, better control over timing and communication. Accordingly, the Group considers that negotiating the Disposal with a known counterparty, without an open tender or auction process, is in line with the interests of the Group and the Shareholders.

The Company has evaluated the transaction terms and structure of the Disposal and is of the view that the Disposal is conducted on normal commercial terms, at arm's length and is fair and reasonable and in the best interests of the Group and the Shareholders as a whole.

The Group is committed to achieving long-term and sustainable development. In order to actively respond to cyclical changes in the industry, the Group has been continuously optimising its asset structure and resource allocation, revitalising existing assets and improving asset turnover efficiency. The Group prioritises its core business and intends to divest certain commercial properties and businesses that remain in their incubation stage, notwithstanding their long-term growth potential, which would reduce the Group's capital requirements associated with the operations of these assets, thereby enhancing capital efficiency. The Disposal is a proactive measure implemented to enhance the Group's overall financial resilience and liquidity, and which is expected to bring net cash inflow of approximately RMB4.46 billion.

Nansha IFC, Yungu Industrial Park (including the S1 Building) and Zhigu Industrial Park are all located in Nansha District, Guangzhou City, Guangdong Province, and are commercial properties held for long-term retention with relatively slow turnover. Recovering capital through the disposal of these assets would better position the Group to capture opportunities to acquire quality land parcels for residential development as the Group's core business, continuously consolidating and enhancing the Group's market competitiveness.

Bijie Hotel is located in Bijie City, Guizhou Province, which sits outside the Group's core strategic regions. It is accordingly a non-core asset in a non-core region. GZYG has already established a full industry chain project for modern hog farming in the local area, with solid industrial foundations and favourable conditions for regional synergy. The disposal of Bijie Hotel to GZYG will facilitate the Group in optimising its business layout, streamlining its management chain, improving operational and management efficiency, and further focusing on core regions and the development of its core business.

The domestic health and elderly care industry is an emerging industry that remains in its early incubation and nurturing stage, requiring a prolonged development period before it can gradually reach maturity. The disposal of the health and elderly care business to GZYG will, on one hand, enable the Group to further focus on its core business and concentrate resources on enhancing its core competitiveness and operational quality and efficiency; and, on the other

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## LETTER FROM THE BOARD

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hand, leverage GZYZ's comprehensive advantages in terms of financial strength, resource integration, industrial synergy and brand influence to elevate the development capacity of the health and elderly care business and accelerate its expansion and scaling up.

Taking into account the reasons and benefits described above, the Directors (excluding Mr. Lin Zhaoyuan, an executive Director and the Chairman of the Company, who is also a director, vice chairman and general manager of GZYZ and regarded as having a material interest in the Disposal and therefore has abstained from voting on the relevant board resolutions of the Company) consider that the terms of the Disposal are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### INFORMATION ON THE PARTIES TO THE DISPOSAL

#### Information of the Group, the Vendors and Target Companies

The Company is incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00123). The Group is principally engaged in development, selling and management of properties and holding of investment properties. Guided by the brand mission of "Where Good Living Starts", it has strategically established its business presence in the Greater Bay Area, Eastern China, Central and Western China and Northern China.

Guangzhou Junjing is a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company. It is principally engaged in investment holding in the Nansha IFC Target Companies.

Each of the Nansha IFC Target Companies is a company established in the PRC with limited liability wholly owned by Guangzhou Junjing, and is principally engaged in investment holding in Nansha IFC.

Guangzhou Qingyue is a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company. It is principally engaged in investment holding in the Yungu Industrial Park Target Company.

Yungu Industrial Park Target Company is a company established in the PRC with limited liability wholly owned by Guangzhou Qingyue, and is principally engaged in investment holding in Yungu Industrial Park.

Bestview Worldwide is a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company. It is principally engaged in investment holding in the Zhigu Industrial Park Target Company.

Zhigu Industrial Park Target Company is a company established in the PRC with limited liability wholly owned by Bestview Worldwide, and is principally engaged in investment holding in Zhigu Industrial Park.

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## LETTER FROM THE BOARD

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GCCD is a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company. It is principally engaged in property development.

Bijie Hotel Target Company is a company established in the PRC with limited liability wholly owned by GCCD, and is principally engaged in investment holding in Bijie Hotel.

Each of the Kangyang Target Companies is a company established in the PRC with limited liability wholly owned by GCCD, and is principally engaged in investment, operation and management of healthcare, nursing and elderly care businesses.

### **Information of the Purchasers**

Guangzhou Paper Group is a company established in the PRC with limited liability and a wholly-owned subsidiary of GZYX. It is principally engaged in the business of paper manufacturing.

Guangzhou Yuexiu Intelligent Manufacturing is a company established in the PRC with limited liability and a wholly-owned subsidiary of GZYX. It is principally engaged in the incubation and investment holding of high-end intelligent manufacturing businesses.

Guangzhou Yuexiu Industrial Investment is a company established in the PRC with limited liability and a wholly-owned subsidiary of GZYX. It is principally engaged in investment holding in properties.

Guangzhou Yuexiu Health is a company established in the PRC with limited liability and a wholly-owned subsidiary of GZYX. It is principally engaged in investment holding activities in the life and health industry.

GZYX, the ultimate controlling shareholder of each of the Company, Guangzhou Paper Group, Guangzhou Yuexiu Intelligent Manufacturing, Guangzhou Yuexiu Industrial Investment and Guangzhou Yuexiu Health, is a company established in the PRC with limited liability and is majority owned by the Guangzhou Municipal People's Government of the PRC. GZYX and its subsidiaries have established a "3+3" industrial system, with finance, real estate and transportation as its three pillar businesses, and food, healthcare and high-end intelligent manufacturing as its three incubation businesses.

### **IMPLICATIONS UNDER THE LISTING RULES**

As the highest applicable percentage ratio in respect of the Disposal exceeds 25% but is less than 75%, the Disposal and the transactions contemplated thereunder constitute a major transaction of the Company. Accordingly, the Disposal and the transactions contemplated thereunder are subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

GZYX is the ultimate controlling shareholder of the Company. Each of Guangzhou Paper Group, Guangzhou Yuexiu Intelligent Manufacturing, Guangzhou Yuexiu Industrial Investment and Guangzhou Yuexiu Health is a wholly-owned subsidiary and an associate of GZYX. As such, each of the Purchasers is a connected person of the Company, and the Disposal and the

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## LETTER FROM THE BOARD

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transactions contemplated thereunder constitute connected transactions of the Company that are subject to the reporting, announcement and circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Lin Zhaoyuan, who holds positions as a director, vice chairman and general manager of GZYZ, has abstained from voting on the relevant board resolutions to approve the Disposal. Save as disclosed above, no Director had a material interest in the Disposal, and no Director has abstained from voting on the relevant board resolutions of the Company.

As GZYZ's subsidiaries are parties to the Disposal, GZYZ is considered to have a material interest in the Disposal. Accordingly, each of GZYZ and its associates, as well as Mr. Lin Zhaoyuan, who is also a Shareholder and has a material interest in the Disposal by virtue of his positions in GZYZ as disclosed above, shall abstain from voting on the relevant resolution(s) to approve the Disposal and transactions contemplated under the Transfer Agreements.

Save as disclosed above, to the best of the Director's knowledge, information and belief having made all reasonable enquiries, no other Shareholder or any of its associates has a material interest in the Disposal and therefore no other Shareholder is required to abstain from voting on the relevant resolution(s) to approve the Disposal and the transactions contemplated under the Transfer Agreements for the purpose of the Listing Rules.

### **INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

The Independent Board Committee, comprising all the independent non-executive Directors, has been formed pursuant to the Listing Rules to advise the Independent Shareholders as to whether the terms of the Transfer Agreements and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole, and how to vote. Somerley has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in the same regard.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Wednesday, 10 June 2026 to Monday, 15 June 2026 (both days inclusive), during which no transfer of Shares will be effected, to determine the eligibility of the Shareholders to participate in the EGM. For Shareholders not already on the register of the members of the Company, in order to qualify to attend and vote at the EGM, all transfer(s) of Share(s) (together with the relevant Share certificate(s)) must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration by no later than 4:30 p.m. on Tuesday, 9 June 2026. The record date of the EGM will be Monday, 15 June 2026.

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## LETTER FROM THE BOARD

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### EGM

The EGM will be held at 11:00 a.m. on Monday, 15 June 2026 (or as soon as practicable immediately after the conclusion of the annual general meeting of the Company convened to be held at 10:15 a.m. on the same date and at the same place or any postponed meeting thereof) at Plaza I-IV, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, to approve, among other things, the Disposal, the Transfer Agreements and the transactions contemplated thereunder.

Whether or not you are able to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy to the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting or postponed meeting thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting or postponed meeting thereof should you so wish, and in such event, the instrument appointing a proxy will be deemed to be revoked.

The voting in respect of the resolution to be proposed at the EGM will be conducted by way of a poll.

Any Shareholder with a material interest in the Disposal and his/her associates must abstain from voting on the proposed resolution approving the Disposal. As GZYG's subsidiaries are parties to the Disposal, GZYG is considered to have a material interest in the Disposal. Accordingly, each of GZYG and its associates, as well as Mr. Lin Zhaoyuan, who is also a Shareholder and has a material interest in the Disposal by virtue of his positions in GZYG as disclosed above, shall abstain from voting on the relevant resolutions to approve the Disposal and transactions contemplated under the Transfer Agreements.

Save as disclosed above, to the best of the Director's knowledge, information and belief having made all reasonable enquiries, no other Shareholder or any of its associates has a material interest in the Disposal and therefore no other Shareholder is required to abstain from voting on the relevant resolutions to approve the Disposal and the transactions contemplated under the Transfer Agreements for the purpose of the Listing Rules.

You can vote at the EGM if you are an Independent Shareholder on Monday, 15 June 2026, which is referred to in this circular as the record date. You will find enclosed with this circular the Notice of EGM (please refer to pages EGM-1 and EGM-2 in this circular) and a proxy form for use for the EGM.

### VOTING BY POLL

The resolution set out in the Notice of EGM would be decided by poll in accordance with the Listing Rules and the articles of association of the Company. On a poll, every Independent Shareholder present in person (or, in the case of an Independent Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid Share held. An Independent Shareholder present in person (or, in the case of an Independent Shareholder being a corporation, by its duly authorized representative) or by

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## LETTER FROM THE BOARD

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proxy who is entitled to more than one vote need not use all of his/its votes or cast all of his/its votes in the same way. After the conclusion of the EGM, the poll results will be published on the website of the Stock Exchange at <https://www.hkexnews.hk> and the website of the Company at <https://www.yuexiuproperty.com>.

### RECOMMENDATIONS

On the basis of the information set out in this circular, the Directors (excluding Mr. Lin Zhaoyuan, who is regarded as having a material interest in the Disposal and therefore has abstained from voting on the relevant board resolutions of the Company) consider that the terms of the Disposal are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (excluding Mr. Lin Zhaoyuan, who is regarded as having a material interest in the Disposal and therefore has abstained from voting on the relevant board resolutions of the Company) recommend the Shareholders to vote in favour of the proposed resolution set out in the Notice of EGM.

### ADDITIONAL INFORMATION

Your attention is drawn to (i) the letter from the Independent Board Committee set out on pages 34 to 35 of this circular which contains its recommendation to the Independent Shareholders; (ii) the letter from Somerley set out on pages 36 to 70 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders; and (iii) the additional information set out in the appendices to this circular.

**Shareholders of the Company and potential investors should be aware that the Disposal is subject to conditions precedent being satisfied, therefore, the Disposal may or may not proceed. Accordingly, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

Yours faithfully,  
By order of the Board  
**Yuexiu Property Company Limited**  
**Lin Zhaoyuan**  
*Chairman and executive Director*



**越秀地產股份有限公司**  
**YUEXIU PROPERTY COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 00123)**

26 May 2026

*To the Independent Shareholders*

Dear Sir or Madam,

**MAJOR AND CONNECTED TRANSACTION — DISPOSAL OF  
ASSETS AND BUSINESSES THROUGH  
TRANSFER OF THE TARGET COMPANIES**

We refer to the circular issued by the Company to its shareholders, dated 26 May 2026 (the “**Circular**”) of which this letter forms part. Unless otherwise specified, terms defined in the Circular shall have the same meanings in this letter.

In compliance with the Listing Rules, we have been appointed by the Board to advise the Independent Shareholders in respect of the Disposal, the Transfer Agreements and the transactions contemplated thereunder, details of which are set out in the letter from the Board contained in the Circular. Somerley Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Shareholders and us in this regard. Details of the Independent Financial Adviser’s advice and the principal factors and reasons they have taken into consideration in giving such advice are set out on pages 36 to 70 of the Circular. Your attention is also drawn to the letter from the Board in the Circular and the additional information set out in the appendices thereto.

Having considered the terms of the Transfer Agreements and the transactions contemplated thereunder, the advice of the Independent Financial Adviser and the principal factors and reasons taken into consideration by the Independent Financial Adviser, we are of the opinion that the Disposal, the terms of the Transfer Agreements and the transactions contemplated thereunder, though not in the ordinary and usual course of business of the Group, are on normal commercial terms, fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

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**LETTER FROM THE INDEPENDENT BOARD COMMITTEE**

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We, therefore, recommend that you vote in favour of the resolution to be proposed at the EGM to approve the Disposal.

Yours faithfully,  
The Independent Board Committee of  
**Yuexiu Property Company Limited**

**Yu Lup Fat Joseph**  
*Independent Non-executive Director*  
**Lau Hon Chuen Ambrose**  
*Independent Non-executive Director*

**Lee Ka Lun**  
*Independent Non-executive Director*  
**Cheung Kin Sang**  
*Independent Non-executive Director*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*The following is the text of a letter of advice from Somerley Capital Limited, prepared for the purpose of incorporation into this Circular, setting out its advice to the Independent Board Committee and the Independent Shareholders in connection with the Disposal.*



**SOMERLEY CAPITAL LIMITED**  
20th Floor  
China Building  
29 Queen's Road Central  
Hong Kong

26 May 2026

*To: The Independent Board Committee and the Independent Shareholders*

Dear Sirs,

### **MAJOR AND CONNECTED TRANSACTION — DISPOSAL OF ASSETS AND BUSINESSES THROUGH TRANSFER OF THE TARGET COMPANIES**

We refer to the announcement dated 4 May 2026 published by the Company relating to the captioned subject and our appointment to advise the Independent Board Committee and the Independent Shareholders as regards the Transfer Agreements, details of which are set out in the letter from the Board contained in the circular of the Company to its Shareholders dated 26 May 2026 (the “**Circular**”), of which this letter forms part. Unless otherwise defined, capitalised terms used in this letter shall have the same meanings as those defined in the Circular and the letter from the Board therein.

GZYX is the ultimate controlling shareholder of the Company. Each of Guangzhou Paper Group, Guangzhou Yuexiu Intelligent Manufacturing, Guangzhou Yuexiu Industrial Investment and Guangzhou Yuexiu Health is a wholly-owned subsidiary and an associate of GZYX. As such, each of the Purchasers is a connected person of the Company, and the Disposal and the transactions contemplated thereunder constitute connected transactions of the Company that are subject to the reporting, announcement and circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As GZYX's subsidiaries are parties to the Disposal, GZYX is considered to have a material interest in the Disposal. Accordingly, each of GZYX and its associates, as well as Mr. Lin Zhaoyuan, who is also a Shareholder and has a material interest in the Disposal by virtue of his positions in GZYX as a director, vice chairman and general manager of GZYX, shall abstain from voting on the relevant resolution(s) to approve the Disposal and transactions contemplated under the Transfer Agreements.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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As the highest applicable percentage ratio in respect of the Disposal exceeds 25% but is less than 75%, the Disposal and the transactions contemplated thereunder constitute a major transaction of the Company. Accordingly, the Disposal and the transactions contemplated thereunder are subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Independent Board Committee, comprising all the independent non-executive Directors, namely Yu Lup Fat Joseph, Lee Ka Lun, Lau Hon Chuen Ambrose and Cheung Kin Sang are independent non-executive Directors, has been formed to advise the Independent Shareholders as to whether the terms of the Transfer Agreements and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole, and how to vote. We, Somerley Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in the same regard.

We are independent of and not associated with the Company, GZYG, the Purchasers or their respective close associates, associates or core connected persons (all as defined under the Listing Rules) and none of the circumstances as set out in Rule 13.84 of the Listing Rules exists. Accordingly we are considered eligible to give independent advice on the Disposal and the transactions contemplated thereunder. Apart from normal professional fees payable to us in connection with this or similar appointments, no arrangement exists whereby we will receive any fees or benefits from the aforementioned parties.

During the past two years, Somerley Capital Limited ("**Somerley**") has acted as the independent financial adviser (the "**IFA Engagements**") to the independent board committee and independent shareholders/unitholders of the Company, Yuexiu Real Estate Investment Trust ("**Yuexiu REIT**") (and the trustee), and Yuexiu Transport Infrastructure Limited ("**Yuexiu Transport**") in relation to connected transactions/connected party transactions and continuing connected transactions. GZYG is the ultimate controlling shareholder of each of the Company, the manager of Yuexiu REIT and Yuexiu Transport and the substantial unitholder of Yuexiu REIT. For details of those announced transactions for which we have been engaged as the independent financial adviser in the past two years, please refer to the Company's announcements dated 26 January 2026 and 30 January 2026, Yuexiu REIT's announcements dated 8 September 2025 and 24 November 2025, and Yuexiu Transport's announcements dated 9 October 2024, 16 June 2025 and 31 December 2025. The above IFA Engagements were limited to providing independent financial advisory services to each of the Company, Yuexiu REIT and Yuexiu Transport pursuant to the Listing Rules and/or the Code on Real Estate Investment Trusts, as the case may be, and Somerley, in return, has received fixed normal advisory fees from them. Somerley is not aware of any matters which may cause it to have a conflict of interest in acting as the independent financial adviser regarding the Disposal.

In formulating our opinion, we have reviewed, amongst others, the Transfer Agreements and other information as set out in this Circular, in particular, the valuation reports set out in appendices IIA, IIB and IIC to the Circular (the "**Valuation Reports**"), the annual report of the Company for the year ended 31 December 2024 (the "**2024 Annual Report**") and the annual results announcement for the year ended 31 December 2025 (the "**2025 Annual Report**"). We have also (i) discussed with the Independent Valuer the valuation methodology,

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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bases and assumptions for the valuation of assets subject to the Disposal and equity interest in the Target Companies; and (ii) obtained and reviewed recent PRC property comparables provided by the Independent Valuer.

We have also relied on the information and facts supplied, and the opinions expressed, by the Directors and management of the Group and have assumed that the information, facts and opinions provided to us are true and accurate. We have also sought and received confirmation from the Directors and management of the Group that no material factors have been omitted from the information supplied and opinions expressed. We have no reason to doubt the truth, accuracy and completeness of the information provided to us or to believe that any material fact or information has been omitted or withheld. We have not, however, conducted an independent investigation into the affairs of the Company. We consider that we have been provided with and have reviewed sufficient information to reach an informed view. We have also assumed that the statements and representations made or referred to in the Circular were accurate and not misleading at the time they were made and continue to be accurate and not misleading as at the date of the EGM.

### **PRINCIPAL FACTORS TAKEN INTO ACCOUNT**

In arriving at our opinion with regard to the Disposal, we have taken into account the following principal factors:

#### **1 The Company and its financial performance and position**

##### ***1.1 The Company***

The Company is incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00123). The Group is principally engaged in development, selling and management of properties and holding of investment properties. Guided by the brand mission of “Where Good Living Starts”, it has strategically established its business presence in the Greater Bay Area, Eastern China, Central and Western China and Northern China.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 1.2 Financial performance and position

Set out below is the summary of the financial information of the Group for the years ended 31 December 2023 (“FY2023”), 2024 (“FY2024”), and 2025 (“FY2025”) extracted from the 2024 Annual Report and 2025 Annual Report:

**Table 1: Financial performance of the Group**

	For the year ended 31 December		
	2025	2024	2023
	<i>(audited)</i> RMB'000	<i>(audited)</i> RMB'000	<i>(audited)</i> RMB'000
<b>Total revenue</b>	<b>86,457,288</b>	<b>86,400,562</b>	<b>80,222,011</b>
— Property development	79,188,034	80,618,939	75,216,351
— Property management	3,126,768	2,965,981	2,336,966
— Property investment	505,513	667,833	474,109
— Others	3,636,973	2,147,809	2,194,585
<b>Gross Profit</b>	<b>6,748,369</b>	<b>9,053,918</b>	<b>12,257,627</b>
<b>Profits attributable to equity holders</b>	<b>55,062</b>	<b>1,040,055</b>	<b>3,185,085</b>

**Table 2: Financial position of the Group**

	As at 31 December		
	2025	2024	2023
	<i>(audited)</i> RMB'000	<i>(audited)</i> RMB'000	<i>(audited)</i> RMB'000
<b>Total assets</b>	<b>369,744,870</b>	<b>410,452,984</b>	<b>401,178,728</b>
— current portion of cash and cash equivalents (including time deposits)	32,529,502	30,195,576	29,265,250
<b>Total liabilities</b>	<b>263,912,482</b>	<b>306,373,816</b>	<b>298,969,948</b>
— Short-term borrowings	27,201,874	23,268,833	22,975,869
— Long-term borrowings	77,625,088	80,619,909	81,395,029
— Gearing ratio <sup>(Note)</sup>	40.8%	41.7%	42.6%
<b>Equity attributable to Shareholders (“NAV”)</b>	<b>54,817,260</b>	<b>55,261,066</b>	<b>55,628,905</b>

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*Note:* Gearing ratio, which is calculated based on net debt (being the sum of total borrowings and lease liabilities less current portion of cash and cash equivalents and time deposits) divided by total capital (being the sum of net debt and total equity, including non-controlling interests, have been extracted from the financial statements of the Group set out in the 2024 Annual Report and 2025 Annual Report.

*a) Revenue, Gross profit and Profits attributable to equity holders*

The Group's revenue is primarily derived from property development, property management, property investment and other activities. Property development segment is the largest revenue contributor to the Group, accounting for over 90% of the Group's revenue in the last three years. For FY2023, FY2024 and FY2025, the Group reported total revenue of RMB80.2 billion, RMB86.4 billion, and RMB86.5 billion, respectively, representing year-on-year growth of 7.7% in FY2024 and 0.1% in FY2025. Such increase in FY2024 was mainly driven by an increase of RMB5.4 billion in revenue from property development projects and a slight increase in FY2025 was mainly due to an aggregate increase of RMB1.6 billion in revenue from property management and others segments, largely offset by the decreases in revenue from property development and property investment segments. Gross profit for FY2024 amounted to RMB9.1 billion, representing a year-on-year decrease of RMB3.2 billion or 26.1% as compared with FY2023 and further decreased to RMB6.7 billion in FY2025, representing a year-on-year decrease of RMB2.3 billion or 25.5% as compared with FY2024. The decreases were mainly attributable to cost of sales, which increased by 13.8% in FY2024 and in 3.1% FY2025, outgrew the revenue in the corresponding periods. In particular, cost of properties sold included in cost of sales were RMB64.2 billion, RMB73.2 billion and RMB76.6 billion for FY2023, FY2024 and FY2025, respectively, representing year-on-year growth of 14.0% in FY2024 and 4.7% in FY2025. Provisions for impairment of properties under development and properties held for sale increased by 44.4% from RMB1.6 billion in FY2023 to RMB2.3 billion in FY2024 but decreased by 31.1% back to RMB1.6 billion for FY2025. Profits attributable to equity holders amounted to RMB3,185.1 million, RMB1,040.1 million and RMB55.1 million for FY2023, FY2024 and FY2025, respectively, representing year-on-year decreases of 67.3% in FY2024 and 94.7% in FY2025.

*b) Cash and cash equivalents (including time deposit) and total borrowing*

The Group had a cash of RMB29.3 billion, RMB30.2 billion and RMB32.5 billion, being the aggregate of current portion of cash and cash equivalents and time deposits as at 31 December 2023, 2024 and 2025, respectively, representing increases of 3.2% and 7.7% for FY2024 and FY2025, respectively. The total borrowings in the last three years maintained at RMB104–105 billion level. The increases in current portion of cash and steady total borrowings were due to the Group's strict cash management policy in order to maintain a secure and sound financial position despite the Group had been in a net debt position, that is, no cash remains if all debts were paid off. The gearing ratio (being net debt (i.e. total borrowings and lease liabilities less cash and cash equivalents

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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and current portion of time deposits) divided by total capital (i.e. aggregate of total equity including non-controlling interests and net debt) stood at 41.7% as at 31 December 2024, a decrease of 0.9% compared with the prior year and further decreased to 40.8% as at 31 December 2025.

*c) Equity attributable to equity holders*

Equity attributable to equity holders remained relatively stable as at 31 December 2023, 2024 and 2025, standing at RMB55.6 billion, RMB55.3 billion and RMB54.8 billion, respectively.

### Comments

The property development segment has been the major contributor to the Group in terms of revenue, profit and total assets over the past three years. This segment accounted for 91.6%, 89.4% and 76.4% of the Group's revenue, total assets and segments' results, respectively, in FY2025. All segments were seen profitable in FY2025 but property development segment results fell 24.2% during the year. Profitability of the Group fell 67.4% in FY2024 and 94.7% in FY2025. No final dividends were declared for FY2024 and FY2025. The payout ratio increased from 40% of the core net profit in FY2023 to 44% in FY2024 and further to 231% in FY2025.

The Group's development strategic layout focuses on the Greater Bay Area, Eastern China, Central and Western China and Northern China, and keeps strengthening its presence in tier-1 cities and major tier-2 cities. The Group optimises its resources allocation, focusing on its investment in tier-1 cities and quality tier-2 provincial capital cities including Beijing, Shanghai, Guangzhou, Shenzhen, Hangzhou and Chengdu ("**six core cities**"), which accounted for 75% of the Group's saleable value, laying a solid foundation for future high-quality development. In 2025, the Group has newly acquired 25 land parcels located in 9 cities with a total GFA of approximately 2.78 million sq.m.. As of 31 December 2025, the Group's total landbank was approximately 18.55 million sq.m. (2024: 19.71 million sq.m.; 2023: 25.67 million sq.m.), 94.4% (2024: 96%; 2023: 95%) of which are located in tier 1 and tier 2 cities, reflecting the high quality of its land resources.

Cash receipts from operating activities and committed bank facilities are the Group's main sources of liquidity. In response to the changes of the property market, the Group has been continuously strengthening marketing capabilities and focusing on accelerating sales and destocking. The Group has been maintaining total borrowings of RMB104–105 billion over the last three years, out of which over 80% are denominated in RMB. For FY2025, the Group's weighted average borrowing interest rate was 3.05% (FY2024: 3.49%; FY2023: 3.82%).

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 2 The Transfer Agreements

On 1 May 2026, each of the respective Vendors and the respective Purchasers entered into the relevant Transfer Agreements, pursuant to which, the relevant Vendors conditionally agreed to sell, and the relevant Purchasers conditionally agreed to acquire, the equity interest in the Target Companies. Each of the Transfer Agreements shall take effect when, among others, the resolution(s) approving the transactions contemplated under all of the Transfer Agreements has been passed by the Independent Shareholders at the EGM.

Following the Completion, the Company will cease to have any interest in the Target Companies and the Properties. As such, the Target Companies will cease to be subsidiaries of the Company and the financial results of the Target Companies will no longer be consolidated into those of the Company.

#### *2.1 The parties to the Transfer Agreements*

Set out below is a summary of the parties to the Transfer Agreements:

**Table 3: Summary of the parties to the Transfer Agreements**

	<b>Purchaser</b>	<b>Vendor</b>	<b>Lender of the loan to be repaid under each of the Transfer Agreements</b>
1. Nansha IFC Transfer Agreement	Guangzhou Paper Group, a wholly-owned subsidiary of GZYX, is principally engaged in the business of paper manufacturing.	Guangzhou Junjing, a wholly-owned subsidiary of the Company, is principally engaged in investment holding in the Nansha IFC Target Companies.	n.a.

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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		<b>Purchaser</b>	<b>Vendor</b>	<b>Lender of the loan to be repaid under each of the Transfer Agreements</b>
2.	Yungu Industrial Park Transfer Agreement	Guangzhou Yuexiu Intelligent Manufacturing, a wholly-owned subsidiary of GZYX, is principally engaged in the incubation and investment holding of high-end intelligent manufacturing businesses.	Guangzhou Qingyue, a non-wholly owned subsidiary of the Company, is principally engaged in investment holding in the Yungu Industrial Park Target Company.	n.a.
	S1 Building Transfer Agreement <sup>(1)</sup>	— Yungu Industrial Park Target Company (as purchaser) — Guangzhou Yuexiu Intelligent Manufacturing (as purchaser to the Yungu Industrial Park Transfer Agreement)	Guangzhou Qingyue.	n.a.
3.	Zhigu Industrial Park Transfer Agreement	Guangzhou Yuexiu Intelligent Manufacturing	Bestview Worldwide, a wholly-owned subsidiary of the Company, is principally engaged in investment holding in the Zhigu Industrial Park Target Company.	GCCD, a non-wholly owned subsidiary of the Company, is principally engaged in property development

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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		<b>Purchaser</b>	<b>Vendor</b>	<b>Lender of the loan to be repaid under each of the Transfer Agreements</b>
4.	Bijie Hotel Transfer Agreement	Guangzhou Yuexiu Industrial Investment, a wholly-owned subsidiary of GZYX, is principally engaged in investment holding in properties.	GCCD	GCCD
5.	Kangyang Transfer Agreement <sup>(2)</sup>	Guangzhou Yuexiu Health, a wholly-owned subsidiary of GZYX, is principally engaged in investment holding activities in the life and health industry.	GCCD	GCCD

*Notes:*

- (1) Subject to the S1 Building Transfer Agreement having become effective, Guangzhou Qingyue shall deliver the S1 Building to Yungu Industrial Park Target Company in accordance with the delivery conditions as stipulated in the S1 Building Transfer Agreement (including the conditions of the building, ancillary facilities and equipment, documents and keys, and settlement of outstanding fees such as property management fees and utilities) within five working days after the Yungu Industrial Park Target Company has paid the S1 Building Disposal Consideration in full. Upon acceptance by the Yungu Industrial Park Target Company, both parties shall sign the asset delivery confirmation as set out in the S1 Building Transfer Agreement.
- (2) It has been agreed that GCCD shall procure Guangzhou Yuechuang Zhishu to complete the transfer of the Healthcare IP Rights to the Kangyang Target Company A as soon as possible and no later than the Kangyang Completion at a cash consideration of RMB9,084,512.10. As at the Latest Practicable Date, Guangzhou Yuechuang Zhishu has completed the transfer of the Healthcare IP Rights to the Kangyang Target Company A.

Each of the Transfer Agreements is inter-conditional and shall take effect when, among others, the resolution(s) approving the transactions contemplated under all of the Transfer Agreements has been passed by the Independent Shareholders at the EGM.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 2.2 Information of the Target Companies

Set out below is a summary of the principal assets/activities of the Target Companies/subject asset:

**Table 4: Principal activities of the Target Companies and/or target assets**

	Target Company	Principal assets/activities
1. Nansha IFC Transfer Agreement	Nansha IFC Target Companies	Nansha IFC is located at No. 3, 7 and 11 Haiwang Road, Nansha District, Guangzhou City, Guangdong Province, the PRC, and has a total gross floor area of 128,639.18 sq.m. and comprises one 41 storey above-ground office building tower and one 29 storey above-ground office building tower, both situated above a two storey above-ground commercial property; and a one storey basement with 685 car park spaces. It is located at the tip of Lingshan Island, a new business and financial district in Nansha District, a key strategic location in the Greater Bay Area.
2. Yungu Industrial Park Transfer Agreement	Yungu Industrial Park Target Company	Yungu Industrial Park is located at Southern side of Duxue Road and the Northern side of Dongchong Avenue, Nansha District, Guangzhou City, Guangdong Province, the PRC and has a site area of 25,724.00 sq.m. and comprises (a) 10 buildings with industrial and ancillary commercial functions and basement, with a total gross floor area of approximately 121,322.17 sq.m.; and (b) the S1 Building which is a building for ancillary commercial use with a gross floor area of approximately 5,465.71 sq.m.. It is located in Qingsheng Hub, a new technology and innovation industrial district in Guangzhou City, the capital city of Guangdong Province and key strategic location in the Greater Bay Area.
S1 Building Transfer Agreement	n.a.	

As at the Latest Practicable Date, initial registration of the property ownership of the S1 Building under the name of Guangzhou Qingyue has been completed.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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	<b>Target Company</b>	<b>Principal assets/activities</b>
3. Zhigu Industrial Park Transfer Agreement	Zhigu Industrial Park Target Company	Zhigu Industrial Park is located at No. 1 and No. 3 Qinghui Middle Road and No. 1, Chuangzhi 3rd Street, Nansha District, Guangzhou City, Guangdong Province, the PRC and has a site area of 41,114.00 sq.m. and comprises 11 buildings with industrial park functions and a basement, with a total gross floor area of approximately 160,185.77 sq.m.. It is located in Qingsheng Hub, a new technology and innovation industrial district in Guangzhou City, the capital city of Guangdong Province and key strategic location in the Greater Bay Area.
4. Bijie Hotel Transfer Agreement	Bijie Hotel Target Company	Bijie Hotel is located at Southern side of Huangping Road and the Western side of Jinxiu Road, Dafang County, Bijie City, Guizhou Province, the PRC and has a site area of 18,916.00 sq.m. and comprises a six storey above-ground hotel building with a gross floor area of approximately 24,477.77 sq.m.. Bijie Hotel integrates 200 guest rooms, restaurants and banquet halls and has come into operation since 2023. It is located in Baili Dajuan Scenic Area, a National 5A — level Scenic Area in Guizhou Province.
5. Kangyang Transfer Agreement	Kangyang Target Companies	Kangyang Target Companies, which are directly or indirectly holding 42 investee companies, are principally engaged in investment, operation and management of healthcare, nursing and elderly care businesses. Among such investee companies is Wuxi Langgao Elderly Service Group Co., Ltd. (無錫朗高養老集團股份有限公司, stock code: 839367.NQ), which is listed on the National Equities Exchange and Quotations. Details of the shareholding structure of Kangyang Target Companies are set out in the letter from the Board.

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**2.3 Subject interests/assets to be transferred, consideration and loan to be repaid**

Set out below is a summary of the subject equity interests of the Target Companies or assets to be transferred and the respective consideration payable in cash and loan to be repaid under the Transfer Agreements:

**Table 5: Consideration under the Transfer Agreements**

	<b>Equity Interest/ assets to be transferred</b>	<b>Consideration</b>	<b>Loan to be repaid by the Target Company to the Group (the “Loan”)</b>
Nansha IFC Transfer Agreement	Entire interest in each of the Nansha IFC Target Companies	RMB1,934,387,600	n.a.
Yungu Industrial Park Transfer Agreement	Entire interest in Yungu Industrial Park Target Company <sup>(1)</sup>	RMB1,085,613,600	n.a.
S1 Building Transfer Agreement	Land use rights and ownership rights of the S1 Building <sup>(1)</sup>	RMB58,212,000	n.a.
Zhigu Industrial Park Transfer Agreement	Entire interest in Zhigu Industrial Park Target Company	RMB453,224,700 <sup>(2)</sup>	Zhigu Industrial Park Loan as at the date of the Zhigu Industrial Park Transfer Agreement on a dollar-for-dollar basis: RMB520,129,000
Bijie Hotel Transfer Agreement	Entire interest in Bijie Hotel Target Company	RMB2,721,600	Bijie Hotel Loan as at the date of the Bijie Hotel Transfer Agreement on a dollar-for-dollar basis: RMB241,850,000

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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	Equity Interest/ assets to be transferred	Consideration	Loan to be repaid by the Target Company to the Group (the “Loan”)
Kangyang Transfer Agreement	Entire interest in each of the Kangyang Target Companies <sup>(3)</sup>	RMB2,838,200	Kangyang Loan as at the date of the Kangyang Transfer Agreement on a dollar-for-dollar basis: RMB392,608,465.5

*Notes:*

- (1) Initial registration of the property ownership of the S1 Building under the name of Guangzhou Qingyue (i.e. the seller) has been completed. It is expected that the payment of the S1 Building Disposal Consideration will be made by the Yungu Industrial Park Target Company to Guangzhou Qingyue for the transfer of the S1 Building after the Yungu Industrial Park Completion.
- (2) Such consideration shall be paid by Guangzhou Yuexiu Intelligent Manufacturing to the account designated by Bestview Worldwide which is incorporated in Hong Kong within five working days from the Effective Date, subject to completion of the relevant tax filing and registration of foreign exchange of the Zhigu Industrial Park Target Company. Taking into account the possible processing time required for settlement of payment offshore, the payment time for the Zhigu Industrial Park Share Consideration may be extended for not more than 30 days if the delay in payment is due to reasons not attributable to Guangzhou Yuexiu Intelligent Manufacturing, including but not limited to tax filing and payment obligations, and pre-conditions required by foreign exchange authorities.
- (3) It has been agreed that GCCD shall procure Guangzhou Yuechuang Zhishu to complete the transfer of the Healthcare IP Rights to the Kangyang Target Company A as soon as possible and no later than the Kangyang Completion, at a cash consideration of RMB9,084,512.10. As at the Latest Practicable Date, Guangzhou Yuechuang Zhishu has completed the transfer of the Healthcare IP Rights to the Kangyang Target Company A.

All the above loans to be repaid to the Group, which are the interest free and unsecured and will fall due on 31 December 2026, are provided by the Group to the Target Companies pursuant the relevant loan agreements.

### ***2.4 Conditions precedent to completion***

Each of the Transfer Agreements are subject to the same customary condition precedent to completion for transactions of this type.

As stated in section 2.1 above, the transfer of the S1 Building shall be subject to, among others, the Yungu Industrial Park Completion having taken place. As at the Latest Practicable Date, Guangzhou Yuechuang Zhishu has completed the transfer of the Healthcare IP Rights to the Kangyang Target Company A.

## **2.5 Payment**

Consideration under each of the Transfer Agreements shall be paid by the relevant Purchasers to the account designated by the relevant Vendors within five working days from the date of the relevant Transfer Agreement having become effective. The S1 Building Disposal Consideration shall be paid by the Yungu Industrial Park Target Company to the account designated by Guangzhou Qingyue within five working days from the S1 Building Transfer Agreement Effective Date.

Where the Transfer Agreements involve settlement of the Loan, within three working days from the completion of the registration of changes in equity interests of the relevant Target Companies, such Purchaser shall provide special-purpose loans to such Target Company in amounts equal to the outstanding principal amount of the Loan, and the relevant Target Company shall immediately use such special-purpose loans to repay the Loan on the same day following receipt of such special-purpose loans.

## **2.6 Completion of the Disposal**

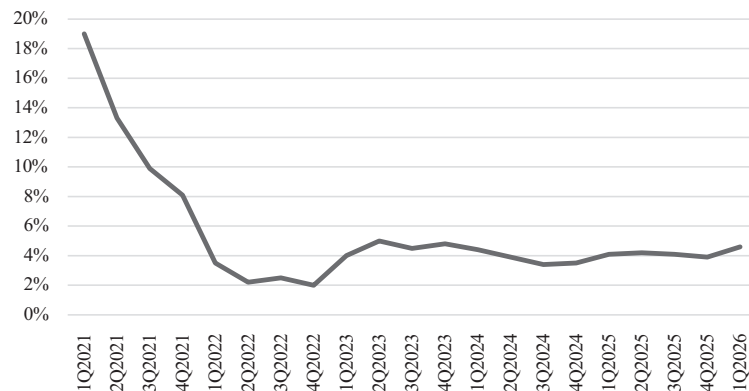
Completion of the Disposal shall take place on the date on which registration of transfer of equity interest in the relevant Target Companies or transfer and register the title to the property (as the case may be) to relevant Purchasers has been completed.

# **3 Market overview**

## **3.1 Commercial property in Guangdong Province**

Guangdong's economy has slowed down in recent years relative to 2021. Set out below is the quarterly gross domestic product (GDP) growth of Guangdong from 1st quarter of 2021 to 1st quarter of 2026:

**Figure 1: GDP growth**



*Source: Website of National Bureau of Statistics.*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Over the period from the 1st quarter of 2021 to the 1st quarter of 2026, GDP growth peaked at 19.0% in Q1 2021, then declined sharply through 2022, reaching a trough of 2.0% in Q4 2022. From 2023 onwards, the growth rate stabilised, fluctuating within a range of approximately 3.4% to 5.0%.

According to Knight Frank's Guangzhou Grade-A office reports, rents have come under sustained pressure, declining from around RMB170 sq.m. in early 2021 to approximately RMB118.7 sq.m. in late 2025, while vacancy has increased from roughly 8.3% to about 17.0%. In Q4 2025, the Guangzhou Grade A office market saw modest short-term improvements, driven by a combination of tightening new supply and a year-end release of pent-up leasing demand. The vacancy rate edged down by 0.5 percentage points QoQ to 17.0%. Rents continued to soften, although the pace of decline moderated: average net effective rent fell by 1.7% QoQ to RMB118.7 per sq.m. per month. These indicators do not yet signal a definitive market turning point; rather, but they suggest that adjustment is shifting from broad-based price cuts to more structured deal-package such as rent-free period, fit-out subsidies and flexible lease terms. Tenants were seen relocation, cost control and quality upgrade. Higher-quality buildings, flexible terms and locations suited to cost control still attract tenants which demand for upgrade and expansion. On a full-year basis, the imbalance between supply and demand continued to be the dominant theme. Approximately 482,000 sq.m. of new supply was delivered in 2025, while full-year net absorption totalled only about 121,000 sq.m. — keeping vacancy under sustained pressure. In the investment market, activity remained subdued. Q4 recorded only one office en-bloc transaction (around RMB120 million), while full-year office investment turnover reached roughly RMB3.75 billion, a slight year-on-year improvement from a low base.

Nansha, located at the southern part of Guangzhou, plays a key role in connecting major cities around the Pearl River Delta, including Hong Kong and Macau. Based on data published by the Guangzhou Municipal Bureau of Housing and Urban-Rural Development (廣州市住房城鄉建設局), (i) a mild correction is seen in the office rents in the region where Nansha IFC situates, with average monthly rents declining slightly from RMB40 per sq.m. in 2021 to RMB38 per sq.m. in 2024; and (ii) the office rents in the region where Yungu industrial Park and Zhigu Industrial Park situate were RMB19–29 per sq.m. in 2024 as compared to 20–30 per sq.m. in 2024.

It is noted that the actual monthly rents of Nansha IFC, Yungu Industrial Park and Zhigu Industrial Park are higher than the average rents reported by the government authority, possibly due to their premium quality. Further details of valuation of Nansha IFC, Yungu Industrial Park and Zhigu Industrial Park are set out in section 5.1.1 below.

### ***3.2 Hotels in Bijie City, Guizhou***

According to “National County-level Tourism Research Report 2025” (《全國縣域旅遊研究報告2025》) jointly released by the National County-level Tourism Research Group (全國縣域旅遊研究課題組) and Huaxia Baiqiang Tourism Consulting Center (華夏佰強旅遊諮詢中心), the average total number of tourists by China’s counties was 5.8079 million, a year-on-year increase of 14.26%, and total tourism revenue increased by 9.96% in 2024. Rural destinations emerged as key drivers of domestic travel and local economic growth. County-level tourism was initially mainly driven by young people, who look for “small but beautiful, refined and unique” locations. County-level tourism has now evolved from exploring cultural symbols such as local intangible cultural heritage, folk customs, and dialects to build differentiated experiences into health wellness vacations, parent-child trips and study tours.

Bijie City, a prefecture-level city of Guizhou Province, is located in the northwestern part of Guizhou Province. Bijie City focuses on agricultural industry, energy and coal chemical industries and service industry, accounting for 23.0%, 26.4%, 50.6% of its gross regional product, respectively, in 2024. As of the end of 2024, Bijie City had 2 5A-grade tourist attractions and 11 4A-grade tourist attractions, including Baili Dujian (百里杜鵑), the World Geopark Zhijin Cave (織金洞) (Guizhou’s only World Geopark), the National Nature Reserve Caohai (草海), Jiudongtian (九洞天) and Gonglongping (拱攏坪). The total number of domestic and international tourists during 2024 increased by 10.1% year-on-year and total tourism revenue increased by 12.6%.

Financial information and valuation of Bijie Hotel are set out in section 5.1.2 below.

### ***3.3 Elderly home care industry***

According to National Bureau of Statistics of China, the total population in the PRC grew at a compound annual growth rate (CAGR) of 0.2% with a slight negative growth of 0.1% to 0.2% exhibited in 2022–2025 whilst the population over 65 years of age grew at a CAGR of 4.4% in 2015–2025. The population over 65 years of age accounted for total population rose from 10.5% in 2015 to 15.9% in 2025. Addressing the aging population has become a top priority for the government.

Pursuant to Statistical Bulletin on Civil Affairs Development (《民政事業發展統計公報》), the number of registered elderly care institutions, which are engaged in the provision of centralized living and care and nursing services for the elderly, grew from 40,587 in 2022 to 40,786 in 2023 but dropped to 40,307 in 2024 while the number of care beds fell from 5,183,000 in 2022 to 5,172,000 in 2023 and further to 5,077,000 in 2024. Elderly care institutions in the PRC faced issues such as affordability gaps and price competition leading to closure of elderly care institutions.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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In January 2026, China's Ministry of Natural Resources, the Ministry of Civil Affairs, and the National Health Commission jointly issued "Several Measures on Deepening the Guarantee of Natural Resource Elements to Support the Reform and Development of Elderly Care Services" (《關於深化自然資源要素保障支持養老服務改革發展的若干措施》) (the "Measures") with an aim to reducing the cost of land for elderly care services and revitalizing idle space and thus reducing the burden on the operators and expanding the supply of affordable elderly care services.

In fact, various local governments have implemented practices before the Measures where successful bidders of the right of use of state-owned land are required to transfer the elderly care service facility to the local governments free of charge in order to facilitate the construction of elderly facilities in new residential areas. The Measures, which are to be implemented nationwide, are expected to further accelerate the construction of elderly care facilities and to close the affordability gap.

Financial performance and valuation of Kangyang Target Companies are set out in section 5.1.3 below.

#### **4 Reasons for and benefits of the Disposal and use of proceeds**

The Group is committed to achieving long-term and sustainable development. In order to actively respond to cyclical changes in the industry, the Group has been continuously optimising its asset structure and resource allocation, revitalising existing assets and improving asset turnover efficiency. The Group prioritises its core business and intends to divest certain commercial properties and businesses that remain in their incubation stage, notwithstanding their long-term growth potential, which would reduce the Group's capital requirements associated with the operations of these assets, thereby enhancing capital efficiency. The Disposal is a proactive measure implemented to enhance the Group's overall financial resilience and liquidity, and which is expected to bring net cash inflow of approximately RMB4.46 billion.

Nansha IFC, Yungu Industrial Park (including the S1 Building) and Zhigu Industrial Park are all located in Nansha District, Guangzhou City, Guangdong Province, and are commercial properties held for long-term retention with relatively slow turnover. Recovering capital through the disposal of these assets would better position the Group to capture opportunities to acquire quality land parcels for residential development as the Group's core business, continuously consolidating and enhancing the Group's market competitiveness.

Bijie Hotel is located in Bijie City, Guizhou Province, which sits outside the Group's core strategic regions. It is accordingly a non-core asset in a non-core region. GZYX has already established a full industry chain project for modern hog farming in the local area, with solid industrial foundations and favourable conditions for regional synergy. The disposal of Bijie Hotel to GZYX will facilitate the Group in optimising its business layout, streamlining its management chain, improving operational and management efficiency, and further focusing on core regions and the development of its core business.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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The domestic health and elderly care industry is an emerging industry that remains in its early incubation and nurturing stage, requiring a prolonged development period before it can gradually reach maturity. The disposal of the health and elderly care business to GZYX will, on one hand, enable the Group to further focus on its core business and concentrate resources on enhancing its core competitiveness and operational quality and efficiency; and, on the other hand, leverage GZYX's comprehensive advantages in terms of financial strength, resource integration, industrial synergy and brand influence to elevate the development capacity of the health and elderly care business and accelerate its expansion and scaling up.

Taking into account the reasons and benefits described above, the Directors (including the independent non-executive Directors but excluding an abstaining Director) consider, and we concur, that the Disposal is in the interests of the Company and the Shareholders as a whole.

### 5 Analysis of the consideration

#### *5.1 Consideration for the transfer of equity interests/assets*

The consideration under the Transfer Agreements and the transactions contemplated by the Target Companies, are determined after arm's length negotiations between the parties after taking into account, among others, the appraised values (the "**Appraised Value(s)**") of the properties/assets held/to be held by the respective Target Companies, and/or market values (the "**Market Value(s)**") of equity interests of the Target Companies, as at 31 March 2026 (the "**Valuation Date**"). Jones Lang LaSalle Corporate Appraisal and Advisory Limited has been appointed to prepare the Valuation Reports.

To assess the independence and competence of the Independent Valuer, we have interviewed the Independent Valuer for the purpose of making enquiry into, and obtained and reviewed the engagement letter signed between the Company and Independent Valuer, the credentials of the Independent Valuer and the Valuation Reports, and noted that (i) the scope of work set out in the engagement letter is appropriate for conducting the valuation of the underlying properties held by the Target Companies or the relevant Target Company and there were no limitations on the scope of the work which might adversely affect the degree of assurance given by the Valuation Reports; (ii) the Independent Valuer is a professional firm and the persons in charge of the valuation have over 20 or 30 years' experience in provision of valuation services; and (iii) the valuation conducted by the Independent Valuer had been (a) for property interests, complied with all requirements contained in Chapter 5 and Practice Note 12 of the Listing Rules issued by the Stock Exchange; the RICS Valuation — Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council; and (b) for equity interests in the Target Companies and Healthcare IP Rights, with reference to the International Valuation

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Standards issued by the International Valuation Standards Council. The Independent Valuer also confirmed that it was independent of the Company and other parties to the transactions under the Transfer Agreements.

Considering that (i) the professionals who signed off on the Valuation Reports is either a Senior Director or Executive Director and has over 30 or 20 years of experience in professional property valuation and advisory/valuation services in Hong Kong; (ii) two representatives of the Independent Valuer had inspected the properties in the Valuation Report; and (iii) three representatives of the Independent Valuer provided professional declaration for valuation of equity interests and Healthcare IP Rights, we consider that the Independent Valuer has sufficient current knowledge of the market, and the skills and understanding to undertake the works under the Valuation Reports competently. Following our interview with the Independent Valuer, we are satisfied that there is no reason for us to doubt the fairness, reasonableness and completeness of the principal basis and assumptions adopted for use in the Valuation Reports. Our findings after discussion with the Independent Valuer and review of the comparables are summarized below.

A summary of the consideration under the Transfer Agreements and the Market Values of the respective Target Companies and the Appraised Value of the S1 Building and the Healthcare IP Rights is set out below:

**Table 6: Premium of the consideration under or relating to the Transfer Agreements over the respective appraised/market values of the subjects**

<i>(RMB)</i>	<b>Consideration</b>	<b>Market/ appraised value of the relevant Target Company or properties or assets</b>	<b>Premium of the consideration over the market/ appraised values</b>
Nansha IFC Share Consideration	1,934,387,600	1,896,034,000	2.0%
Yungu Industrial Park Share Consideration	1,085,613,600	1,084,814,000	0.1%
— S1 Building Disposal Consideration	58,212,000	48,100,000	21.0%
Zhigu Industrial Park Share Consideration	453,224,700	395,619,000	14.6%
Bijie Hotel Share Consideration	2,721,600	Nominal	n.a.
Kangyang Share Consideration	2,838,200	Nominal	n.a.
— Healthcare IP Rights consideration	<u>9,084,512.10</u>	<u>8,493,000</u>	<u>7.0%</u>
<b>Total<sup>(Note)</sup></b>	<b><u>3,536,997,700</u></b>	<b><u>3,424,567,000</u></b>	<b><u>3.3%</u></b>

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

*Note:* The figures represent the arithmetic sum of the Nansha IFC Share Consideration, Yungu Industrial Park Share Consideration, S1 Building Disposal Consideration, Zhigu Industrial Park Share Consideration and Kangyang Share Consideration and the appraised values of the corresponding Target Companies or assets.

### *5.1.1 Nansha IFC Share Consideration, Yungu Industrial Park Share Consideration, Zhigu Industrial Park Share Consideration and S1 Building Disposal Consideration*

Nansha IFC Share Consideration, Yungu Industrial Park Share Consideration, Zhigu Industrial Park Share Consideration and S1 Building Disposal Consideration are determined with reference to the Market Values of the relevant Target Companies having taken into account the Appraised Values of the underlying properties or directly with reference to the Appraised Values of the properties, using income approach.

Based on the Valuation Reports, the computation of the Market Values of (i) the Target Companies holding Nansha IFC, Yungu Industrial Park and Zhigu Industrial Park; and (ii) the S1 Building are summarized below:

**Table 7: Adjustments to arrive at the Market Values/Appraised Value of Nansha IFC Target Companies, Yungu Industrial Park Target Company, Zhigu Industrial Park Target Company and S1 Building**

	Nansha IFC Target Companies <sup>(1)</sup> (RMB)	Yungu Industrial Park Target Company (RMB)	Zhigu Industrial Park Target Company (RMB)	S1 Building (RMB)
Net asset value as at 31 March 2026	2,312,634,741	731,380,855	272,921,620	n.a.
Appraised value of the subject properties	1,689,100,000	990,000,000	1,273,400,000	48,100,000
Less: Book value of the subject properties	2,105,700,000	636,566,914	(1,273,600,000)	n.a.
Valuation surplus or (deficit)	(416,600,000)	353,433,086	(200,000)	n.a.
Reversal of deferred tax liabilities <sup>(2)</sup>	n.a.	n.a.	122,897,468	n.a.
Adjusted value of the Target Companies	1,896,034,741	1,084,813,941	395,619,088	n.a.
<b>Market Value<sup>(3)</sup></b>	<b>1,896,034,000</b>	<b>1,084,814,000</b>	<b>395,619,000</b>	<b>48,100,000</b>

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*Notes:*

- (1) As advised by the management of the Group, there are no intragroup balances among the Nansha IFC Target Companies and therefore, each of the figures represents the arithmetic sum of those of the Nansha IFC Target Companies.
- (2) Deferred tax liabilities that may be recognized due to the difference between book value and appraised value were not taken into consideration in the valuation as advised by the Independent Valuer.
- (3) The figures have been rounded to the nearest thousand.

Nansha IFC Share Consideration, Yungu Industrial Park Share Consideration, Zhigu Industrial Park Share Consideration and S1 Building Disposal Consideration represent premiums of 2.0%, 0.1%, 14.6% and 21.0% over the Market Values of the corresponding Target Companies or property as set out in Table 6.

We have discussed with the Independent Valuer as well as reviewed the relevant Valuation Report and understand that the income method has been adopted for valuation of Nansha IFC, Yungu Industrial Park, Zhigu Industrial Park and S1 Building. The income method estimates the value of a property by capitalising net rental incomes (i.e. existing rental income for unexpired terms of contractual tenancies, the reversionary market rents after the expiry of tenancies and market rents at the Valuation Date for vacant units assuming they will be renewed after expiry or fully let out) at appropriate rates. The Independent Valuer considers it inappropriate to adopt the cost approach as it does not reflect the true value of such properties, or the market approach (using comparable properties) given the limited comparable transactions available. As advised by the management of the Group, the income method is in line with those adopted for the same properties in the Company's 2025 and 2024 Annual Report, we therefore consider it to be reasonable and acceptable in arriving at the Appraised Values.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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We have also discussed with the Independent Valuer the basis and assumptions in arriving at the Appraised Values. Under the income method, the Independent Valuer has adopted the following term yields and reversionary yields:

**Table 8: Summary of the yields of Nansha IFC, Yungu Industrial Park (including S1 Building) and Zhigu Industrial Park adopted in the valuation**

Portion	Properties		Yield	Rent
Commercial	Nansha IFC	Unexpired terms of existing tenancies	Term yield of 5.00% per annum	The rents of the existing tenancies
		(i) Reversionary terms of existing tenancies (ii) Vacant units	Reversionary yield of 5.50% per annum	Market rents as at the Valuation Date
Office	Nansha IFC	Unexpired terms of existing tenancies	Term yield of 5.00% per annum	The rents of the existing tenancies
		(i) Reversionary terms of existing tenancies (ii) Vacant units	Reversionary yield of 5.50% per annum	Market rents as at the Valuation Date
Industrial units	Zhigu Industrial Park and Yungu Industrial Park (including S1 Building)	Unexpired terms of existing tenancies	Term yield: 6.00% per annum (Zhigu Industrial Park)	The rents of the existing tenancies
		(i) Reversionary terms of existing tenancies (ii) Vacant units	5.75% per annum (Yungu Industrial Park and S1 Building) Reversionary yield: 6.50% per annum (Zhigu Industrial Park) 6.25% per annum (Yungu Industrial Park and S1 Building)	Market rents as at the Valuation Date
Carpark	Nansha IFC, Zhigu Industrial Park, Yungu Industrial Park	Unexpired terms of existing tenancies	Term yield of 3.25% per annum	The rents of the existing tenancies
		(i) Reversionary terms of existing tenancies (ii) Vacant units	Reversionary yield of 3.75% per annum	Market rents as at the Valuation Date

The Independent Valuer has considered and analysed the yields of commercial properties, office properties, industrial office and carpark spaces in nearby locations which are comparable to the respective portions of the respective properties (the “**Comparable Properties**”) as at 31 March 2026 to determine the reversionary yields for commercial portion, office portion, industrial portion and carpark portion of the subject properties based on their knowledge of the market expectations of property investors. We have obtained and reviewed the Comparable Properties and noted that the reversionary yields adopted by the Independent Valuer fall within the respective ranges of the Comparable Properties. As shown in the above table, the differences between the term yields and reversionary yields are the same at 0.5% across all properties. As advised by the Independent Valuer, since lower risk is associated

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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with the remaining lease term of the executed lease contracts, a 0.5% downward adjustment from the reversionary yield has been applied for the term yield during the remaining lease term, which is consistent with the practice for valuation of this type.

As advised by the management of the Group, Nansha IFC and Zhigu Industrial Park, which were accounted for as investment properties of the Group, were appraised as at 31 December 2025 for the purpose of preparing the financial statements of the Company. Based on the information provided by the Independent Valuer, (i) the term and reversionary yields of Nansha IFC in respect of retail and office portions for use in the relevant Valuation Report are 0.5% and 1.0%, respectively, higher than those used in valuation for the 2025 Annual Report and those of the carparks are the same in their valuation across the relevant Valuation Report and the 2025 Annual Report; and (ii) the term and reversionary yields of Zhigu Industrial Park adopted for the purpose of the Valuation Reports are the same as those used for the purposes of the 2025 Annual Report.

We have discussed with the Independent Valuer and are advised that (i) the higher term and reversionary yields for the retail and office portions of Nansha IFC are due to (a) the leasing performance falling short of expectation; (b) lower market rents in 2026 as compared to those in 2025; and (c) the rental subsidies provided by the local government to the tenants came to an end at the end of 2025; and (ii) given Yungu Industrial Park is close to Zhigu Industrial Park in terms of location and quality, Zhigu Industrial Park's term and reversionary yields are useful reference for Yungu Industrial Park; and Yungu Industrial Park equipped with commercial portion is assigned a 0.25% lower yield as compared with Zhigu Industrial Park. On these bases, the term yields and reversionary yields adopted to arrive at the Appraised Values are considered to be fair and reasonable.

The Independent Valuer has identified and analysed market rent comparables (the "**Market Rent Comparables**") to determine the market rents used in the valuation, after having made adjustments to reflect factors including but not limited to location, floor level, and building age. We have obtained and reviewed the Market Rent Comparables and noted the following:

- (1) *Nansha IFC*. The monthly unit rents of Comparable Properties relating to the office portion ranged from RMB70 to RMB75 per sq.m. (*vs. actual monthly rent: RMB51 to RMB103 per sq.m.*), while those relating to commercial portion on the first floor ranged from RMB115 to RMB136 per sq.m. (*vs. actual monthly rent: RMB35 to RMB80 per sq.m.*). The occupancy rates of office portion and commercial portion were approximately 15% and 20%, respectively, as at the Valuation Date.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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- (2) *Zhigu Industrial Park*. The monthly unit rents of Comparable Properties relating to office portion ranged from RMB48 to RMB58.5 per sq.m. (*vs. actual monthly rent: RMB33 to RMB100 per sq.m.*). The occupancy rate of office portion was approximately 57% as at the Valuation Date.
- (3) *Yungu Industrial Park*. The monthly unit rents of Comparable Properties relating to the office portion ranged from RMB48 to RMB58.5 per sq.m. (*vs. actual monthly rent: RMB52 to 58 per sq.m.*) and those relating to commercial portion ranged from RMB97.8 to RMB120 per sq.m. (*vs. actual monthly rent: RMB72 to RMB100 per sq.m.*). The occupancy rates of office portion and commercial portion were approximately 6% and 12%, respectively, as at the Valuation Date.
- (4) *Carparks of Nansha IFC, Zhigu Industrial Park and Yungu Industrial Park*. The monthly rent of comparable carpark lots was RMB400 per lot.

The Market Rent Comparables are either fall within the range of or close to the range of the actual monthly unit rent across Nansha IFC, Yungu Industrial Park and Zhigu Industrial Park except for the commercial portion of Nansha IFC and Yungu Industrial Park. As advised by the management of the Company, the commercial portion of the Nansha IFC and Yungu Industrial Park mainly serve as supporting facility for the office towers, being positioned to provide lifestyle and business-support services to office tenants, with formats including convenience stores, F&B outlets and other similar uses. Accordingly, in the external leasing process, the Group offered rental terms that were relatively more competitive than prevailing market levels to attract high-quality operators. In addition, as Nansha IFC and Yungu Industrial Park are currently in incubation and ramp-up phase, rental levels are also set below market levels to attract tenants. Furthermore, the Group granted further rental concession to a tenant which has taken up a considerable portion of retail area on the second-floor.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 5.1.2 Bijie Hotel Share Consideration

Bijie Hotel Share Consideration is determined with reference to the fair value of the Bijie Hotel Target Company having taken into account the Appraised Value of the Bijie Hotel using discounted cash flow approach.

Based on the relevant Valuation Report, the computation of the Market Value of Bijie Hotel Target Company is summarized below:

**Table 9: Adjustments to arrive at the Market Value of Bijie Hotel Target Company**

	<b>Bijie Hotel Target Company (RMB)</b>
Net asset value of as at 31 March 2026	(14,491)
Appraised Value of Bijie Hotel	225,700,000
Less: Book value of the subject property	(229,694,360)
Valuation surplus/(deficit)	(3,994,360)
Fair value of the Target Companies	(4,008,851)
<b>Market Value</b>	<b>Nominal</b>

We have discussed with the Independent Valuer and are advised that the Independent Valuer considers it appropriate to appraise Bijie Hotel with predictable operating profit and cash flow by discounted cash flow, as future cash flows or income of the valuation subject can be reasonably estimated with confidence. Discounted cash flow is a valuation method that discounts future projected cash flows to a single present value. Under such methodology, the Independent Valuer studied the future earnings potential of the subject hotel, and conducted discussions with the management team of Bijie Hotel to understand its projections for future years, together with industry research and government data research to cross check the reasonableness of the inputs used by the management team of the valuation subject. The Independent Valuer then translated this understanding into bases and assumptions used in financial models to derive the present value of the valuation subject.

In arriving at the Appraised Value for Bijie Hotel using the discounted cash flow approach, this method begins with a set of assumptions as to income and expenses of the properties and future economic conditions in the hotel and serviced apartment market. The income and expenses figures are mathematically projected and are highly dependent upon the accuracy of the assumptions as to incomes, expenses and market conditions. The Independent Valuer has made

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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reference to the historical performance of Bijie Hotel and projected cash flow and their own analysis of relevant general and economic conditions and of business prospects of the Bijie Hotel.

The financial information regarding Bijie Hotel Target Company as extracted from the letter from Board is set out below:

**Table 10: Financial performance of Bijie Hotel Target Company**

	<b>For the financial year ended 31 December 2024 (RMB'000)</b>	<b>For the financial year ended 31 December 2025 (RMB'000)</b>
Revenue	1,011	4,043
Net (loss) before taxation	(5,519)	(2,814)
Net (loss) after taxation	(4,139)	(2,111)

Bijie Hotel, known as Yuexiu Marriott Hotel, an international branded hotel, is located in a well-developed scenic area with mature and sophisticated infrastructural facilities. We have reviewed the projection prepared by the Independent Valuer to arrive at the Appraised Value of Bijie Hotel and noted that (i) a ten-year projection has been prepared; (ii) the occupancy rate of Bijie Hotel is expected to increase gradually from 30% for 2026 to 80% for 2030 and then stabilise at 80% in the remaining years; and (iii) the average daily room rate (“ADR”) is expected to increase 4.0%–10.0% from 2027 to 2030 and 2.8% from 2032 to 2035, leading to substantial increases in revenue during the projection period. The discount rate, which is to reflect the inherence risk associated with investment in hotel, is 7.0%. We have discussed with the Independent Valuer in this regard and have been provided with the relevant industry data and noted that (i) with the macroeconomy in moderate recovery and supported by expanding domestic demand, a rebound in inbound tourism, government-led cultural and tourism initiatives in Guizhou Province, and improved transport infrastructure, Bijie Hotel’s occupancy rate is expected to reach 80%; (ii) the projected ADR of Bijie Hotel has been determined based on the existing ADR of standard room of Bijie Hotel with adjustments having considered the size and quality of each room type, the ADRs of the nearby hotels and Bijie Hotel being the only international branded hotel in the vicinity; and (iii) the Bijie Hotel’s discount rate is higher than the range of the discounts (6.00%–6.75%) used in valuation of hotels in second to third tier held by CREITS due to Bijie City’s relatively lower city tier.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 5.1.3 Kangyang Disposal Consideration

The Kangyang Share Consideration is determined with reference to the Market Value of Kangyang Target Companies, which is nominal using principally cost approach (i.e. the asset-based approach). As set out section 2.1 above, the Healthcare IP Rights is transferred to Kangyang Target Companies before Kangyang Completion. Such consideration is determined with reference to the appraised value of the Healthcare IP Rights, which is RMB8,493,000 as at the Valuation Date, using replacement cost approach.

#### Kangyang Target Companies

We have discussed with the Independent Valuer as well as reviewed the relevant Valuation Report on Kangyang Target Companies and understand that cost approach is considered to be an appropriate approach to arrive at the appraisal value of the Kangyang Target Companies given its value primarily derives from the value of its underlying assets and liabilities. The market approach is not considered appropriate, as there are insufficient relevant comparable transactions or comparable companies with a similar investment portfolio to provide a reliable basis. The income approach is also not considered appropriate because of a lack of recent track record of profitability (net operating loss for 2024 and 2025) and thus the unavailability of substantial objective supporting data for financial projection.

Set below are the key financial performance figures of Kangyang Target Companies for the two years ended 31 December 2024 and 2025 as extracted from the letter from the Board:

**Table 11: Financial performance of Kangyang Target Companies**

<i>(RMB'000)</i>	Kangyang Target Company A (including its subsidiaries)		Kangyang Target Company B (including its subsidiaries)	
	For the financial year ended 31 December			
	2024	2025	2024	2025 <sup>(Note)</sup>
Revenue	101,970	145,155	10,314	14,888
Net profit/(losses) before taxation	(92,347)	(39,444)	92	(824)
Net profit/(losses) after taxation	(84,536)	(31,653)	721	(824)

*Note:* Kangyang Target Company B has received RMB450,000 from Kangyang Target Company A for the provision of training services to Kangyang Target Company A, and has receivables due from a subsidiary of Kangyang Target Company A in the amount of RMB3.60 million, being interest free internal intercompany balances with no fixed term.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Kangyang Target Companies include Kangyang Target Company A and Kangyang Target Company B. As shown in the above table, Kangyang Target Company A and Kangyang Target Company B made net losses of RMB31.7 million and RMB0.8 million for the year ended 31 December 2025, respectively.

Set below are the book values of Kangyang Target Companies and their Market Values as at the Valuation Date as extracted from the Valuation Report:

**Table 12: Financial position and Market Values of Kangyang Target Companies**

<i>(RMB'000)</i>	Kangyang Target Company A (including its subsidiaries)		Kangyang Target Company B (including its subsidiaries)	
	Book value	Market value	Book value	Market value
Total assets	906,453,895	900,906,996	58,981,786	74,562,094
Total liabilities	1,005,996,383	1,005,996,383	75,361,518	75,361,518
Non-controlling interests	9,141,381	9,141,381	—	—
Net asset value	(108,683,869)	(114,230,769)	(16,379,732)	(799,423)

Kangyang Target Company A holds some long-term investments (51%–55%) in companies which are engaged in elderly home care businesses. One of the underlying assets of the long-term investments is listed on NEEQ (“**NEEQ listed company**”). As shown in the above table, the Independent Valuer made adjustment to the total assets of Kangyang Target Company A, the market value of which decreased by RMB5.5 million as compared to its book value. We have discussed with the Independent Valuer on the valuation of Kangyang Target Company A and are advised that (i) each of Kangyang Target Company A and its long-term investments is individually assessed, where the NEEQ listed company is assessed with reference to its market value as at the Valuation Date and the rest by replacement cost approach as all of them (including NEEQ listed company) are loss-making with no observable market comparables; and (ii) the Independent Valuer took the view that no adjustments should be made to the balance sheet items of Kangyang Target Company A except for the investment in NEEQ listed company. The Independent Valuer used the closing price of the NEEQ listed company as at the Valuation Date as the value of such investment resulting in a decrease of RMB5.5 million in Kangyang Target Company A’s total assets.

We have also discussed with the Independent Valuer on the valuation of Kangyang Target Company B and are advised that (ii) they have assessed as to whether adjustments shall be made to the items of the financial position of the subject after having reviewed the consolidated

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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financial statements of the subject and discussed with the management of the Group; and (ii) they took the view that no adjustments should be made to the items such as the office equipment and payables which are not expected to change in the short term but the right of use assets. As stated in the relevant Valuation Report, Kangyang Target Company B's revenue is derived from (i) elderly service business segment; and (ii) property leasing segment. For the two years ended 31 December 2024 and 2025 and the trailing 12-month ended 31 March 2026, (i) elderly service business segment was loss making; and (ii) the property leasing segment recorded net operating income of RMB0.6 million, RMB1.7 million, RMB1.6 million, respectively. As advised by the Independent Valuer, Kangyang Target Company B entered into a long lease in respect of a building in Guangzhou (the "**Master Lease Contract**") and leased out to two tenants (the "**Tenant Contracts**"). The Master Lease Contract and the Tenant Contracts are coterminous, expiring in January 2033. The Independent Valuer then valued the Master Lease Agreement and the Tenant Contracts and arrived at an increase in value of RMB15.6 million by comparing the combined value of the relevant right of use assets and long-term amortised expenses on book.

We have also researched comparable transactions announced within two years prior to and including the Valuation Date, which could, in our view, reflect recent pricing of transactions, involving the sale and purchase of equity interests in private companies which were principally engaged in nursing care facilities in Guangdong, the PRC and whose financials are publicly available, on the website of MergerMarket (a M&A market intelligence provider). We have only been able to identify one comparable transaction based on the aforementioned selection criteria. The consideration of such comparable transaction was determined with reference to the book value of the target company.

### Healthcare IP Rights

As set out section 2.1 above, the Healthcare IP Rights is transferred to Kangyang Target Companies before Kangyang Completion. Such consideration is determined with reference to the appraised value of the Healthcare IP Rights using replacement cost approach. The Healthcare IP Rights is valued at RMB8,493,000 by the Independent Valuer as at the Valuation Date.

As stated in the letter from the Board, the Healthcare IP Rights are comprised of a suite of software applications specifically developed to support the management of residential care facilities and the delivery of comprehensive elderly care services, including (i) Yuexiu Institutional Elderly Care Management System, which provides support for full-process elderly care operations through functions such as reception and registration, bed management and control, admission processing, service

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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scheduling, and fee settlement; (ii) Kangyang Client Management Platform, which provides services to elderly residents and their families through mini-programmes with functions including bill enquiries and payments, visit bookings, and updates on residents' well-being; and (iii) Yuexiu Property Hospital Information System, which serves as the core platform for in-hospital medical management, covering outpatient, inpatient, and billing management scenarios, and is complemented by integrated workstations for doctors and nurses. The Healthcare IP Rights have been used exclusively by the Kangyang Target Companies,

We have discussed with the Independent Valuer as well as reviewed the relevant Valuation Report and understand that (i) the market approach is inappropriate for valuing the intangible assets because the market approach requires market transactions of comparable assets as an indication of value but no current comparable market transaction is identified; (ii) the income approach is inappropriate as this approach requires detailed information and long-term financial projection of the intangible assets but the Healthcare IP Rights were developed to support the business operation of Kangyang Target Companies and no such information is available. Therefore, the Independent Valuer adopted cost approach which is the principle of substitution where a prudent buyer would not pay more for an asset than the cost to recreate its utility.

The Independent Valuer estimated the replacement cost of the Healthcare IP Rights based on their actual costs borne by the Kangyang Target Companies having adjusted for the changes in the price level between actual project development period and the Valuation Date and interests accrued on the actual cost. The appraised value of the Healthcare IP Rights is arrived after having deducted the depreciation charges of the estimated replacement cost using a straight-line method with the useful lives of 10 years. This aligns the accounting policy of the Company as stated in its 2025 Annual Report.

### *5.1.4 Our view*

The bases and assumptions adopted in arriving at the Appraised Values of Nansha IFC, Yungu Industrial Park (including S1 Building) and Zhigu Industrial Park using income method are largely based on objective parameters, including the contractual terms of the tenancies and the market yields of comparable transactions. The discounted cash flow approach is adopted by the Independent Valuer having referenced to the historical performance and projected cash flow of Bijie Hotel and their own analysis of relevant general and economic conditions and business prospects of Bijie Hotel to arrive at the Appraised Value of Bijie Hotel. Market Values of each of Nansha IFC, Yungu Industrial Park, Zhigu Industrial Park and Bijie Hotel is principally based on the financial position of their respective holding Target Company as at the Valuation Date having adjusted for the surplus/deficit arising from the

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Appraised Values. On these grounds, we consider that the bases and assumptions adopted in relation to the Appraised Values by the Independent Valuer and the basis in arriving at the fair values of the Target Companies are reasonable and in line with market practice.

Both Kangyang Target Companies and the Healthcare IP Rights are appraised principally using cost approach as (i) elderly home businesses of Kangyang Target Companies were loss making and (ii) Kangyang Target Companies were deficiency in assets and no comparable transaction or income stream could be identified for Kangyang Target Companies and the Healthcare IP Rights. The right of use assets which are held for rental income were reassessed by the Independent Valuer using income approach. The Market Values of Kangyang Target Companies are basically based on their financial position as at the Valuation Date having taken into account the market value of its long-term investment (i.e. NEEQ Listed Company) and the reassessed right of use assets which are held for rental income as at the Valuation Date. The appraised value of the Healthcare IP Rights, which is based on the actual development cost having taken into account the price level between actual project development period and Valuation Date, the 1-year and 5-year Loan Prime Rates (LPR) published by the National Interbank Funding Center for the corresponding period and the Company's accounting policies for intangible asset depreciation. On these bases, we consider that the bases and assumptions adopted in relation to the appraised values of Kangyang Target Companies and Healthcare IP Rights by the Independent Valuer and the bases in arriving at their Market Values or Appraised Value are reasonable and in line with market practice.

### ***5.2 Loans to be repaid by the Target Companies to the Group***

Each of the Target Companies (except for Nansha IFC Target Companies and Yungu Industrial Park Target Company) carries a Loan, which is interest-free and unsecured and will fall due on 31 December 2026, due to the relevant holding company or other members of the Company as at the date of the Transfer Agreements. Within three working days upon completion of each of the relevant Transfer Agreement, it is agreed that such Loan shall be repaid by the relevant Target Companies to the Group. Since each of the Loan, which is analogous to shareholder's loan, is a way to finance a business other than equity and is interest-free and unsecured, repayment of the Loans by the Target Companies on dollar-for-dollar basis, in our view, is not uncommon for transaction of this type.

**6 Use of proceeds and financial impact of the Disposal***Use of proceeds*

As set out in section 2.3 above, the total consideration under the Transfer Agreements (including repayment of Loan) amounts to approximately RMB4,691.6 million.

According to the letter from the Board, the net proceeds from the Disposal, being the sum of the Nansha IFC Share Consideration, Yungu Industrial Park Share Consideration, S1 Building Disposal Consideration, Zhigu Industrial Park Disposal Consideration, Bijie Hotel Disposal Consideration and Kangyang Disposal Consideration, which are calculated based on the gross proceeds that the Company will receive from the Vendors and the repayment of the Loans by the Target Companies, after deducting expenses, enterprise income tax, land appreciation tax and other applicable taxes estimated to be payable in connection with the Disposal, are expected to be approximately RMB4,460.2 million.

*Impact on gearing ratio and expected gain*

As disclosed in the 2025 Annual Report, the gearing ratio of the Company was approximately 40.8% as at 31 December 2025. Following completion of the Disposal and the Loan repayment, the gearing ratio of the Company is expected to decrease to approximately 39.3% assuming that the net proceeds from the Disposal and the Loan repayment, will be applied as to RMB400 million for the repayment of borrowing owed to independent third party banks of RMB400 million and the rest will be applied towards working capital of the Group, primarily for payment of land premium and construction fees as discussed above.

As set out in the letter from Board, the management of the Group estimates that a gain (after taxation) of approximately RMB107.8 million will result from the Disposal. The estimated gain is calculated based on the difference between the share consideration of approximately RMB3,537.0 million and net asset value of the Target Companies in their respective unaudited financial statements as at 31 December 2025 or 31 March 2026 (being approximately RMB3,226.1 million, less enterprise income tax, land appreciation tax and other applicable taxes estimated to be payable in connection with the Disposal (being approximately RMB203.1 million)).

As the estimated amount of gain is calculated based on the share consideration and the net asset value of the Target Companies or assets derived from 31 December 2025 or 31 March 2026, the definitive amount of gain to be recorded in the Company's financial statements will subject to completion account and, accordingly, may be different from the estimated amount.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### *Impact on net asset value*

Assuming the Disposal were completed on 31 December 2025, the net assets of the Group would have increased by approximately RMB107.8 million, primarily due to the gain on Disposal.

**Shareholders should note that the financial effects of the Disposal are presented on a pro forma basis and are subject to certain assumptions set out therein. Accordingly, they do not constitute a profit forecast or represent the actual financial position of the Company as a result of the Disposal after their completion.**

### DISCUSSION AND ANALYSIS

#### **(i) The Group has been striving for sustainable development after PRC property market downturn**

The Group's profitability, which is mainly derived from property development segment, decreased by 67.3% in FY2024 and 94.7% in FY2025. In view of the weak property market in the PRC after pandemic, the Group has been continuously strengthening its marketing capabilities and focusing on accelerating sales and destocking to ensure net cash inflows from operating activities. Drop in property selling prices and high land costs squeezed the Group's gross profit which fell 25%–26% for each of FY2024 and FY2025. The Board did not propose final dividend for the recent two years but kept paying interim dividends. The payout ratio increased from 40% of the core net profit in FY2023 to 44% in FY2024 and further to 231% in FY2025.

Amid many highly leveraged private developers defaulted or deleveraged sharply, the Group has become cautious in buying land which reduced by 23.2% year-on-year to 19.71 million sq.m. in FY2024 and maintained a similar level in FY2025. The Group has been optimising its resources allocation, focusing on its investment in tier-1 cities and quality tier-2 provincial capital cities. Apart from cash inflows from operating activities, borrowings, which amounted to RMB104.8 billion as at 31 December 2025, are another source of liquidity. Despite the Group's weighted average borrowing interest rate reduced from 3.82% in FY2023 to 3.05% in FY2025, the Group kept borrowings flat rather than growing.

As stated in the 2025 Annual Report, the Group will remain firmly rooted in Guangzhou as its home base, driving business development in the Greater Bay Area while continuously deepening its strategic positioning in six core cities.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### **(ii) Assets to be disposed under the Transfer Agreements are considered non-core assets of the Group**

Nansha IFC, Yungu Industrial Park (including the S1 Building) and Zhigu Industrial Park, all located in Nansha District, Guangzhou City, are held for rental income with relatively slow turnover and low occupancies (6%–57%) as at the Valuation Date. Bijie Hotel, located in Guizhou Province, is not within the Group's strategic six core cities in the PRC and made losses in last two years. Kangyang Target Companies, which are engaged in an emerging elderly care industry, also made losses. The Disposal, in our view, offers an opportunity for the Group to liquidate its non-core assets and preserve the proceeds for the development of its core business and concentrate resources on enhancing its core competitiveness and operational quality and efficiency going forward.

### **(iii) Fair and reasonable transaction terms**

The consideration under the Transfer Agreements (except for Bijie Hotel Transfer Agreement and Kangyang Transfer Agreement) and the transfer agreement regarding Healthcare IP Rights represent premiums ranging 0.1%–21.0% over the respective Market Values or Appraised Values. As at the Valuation Date, both Bijie Hotel Target Company and Kangyang Target Companies were in deficiency in assets and loss making and were appraised nominal values by Independent Valuer. The valuation methodologies using (a) income approach for the underlying assets, namely Nansha IFC, Yungu Industrial Park (including S1 Building) and Zhigu Industrial Park which are held for rentals purpose; (b) discounted cash flow approach for Bijie Hotel; and (c) principally cost approach for Kangyang Target Companies, which were loss making and in deficiency of assets and Healthcare IP Rights, which have no identified income stream, are in line with market.

Each of the Target Companies (except for Nansha IFC Target Companies and Yungu Industrial Park Target Company) carries a Loan, which is interest-free and unsecured and will fall due on 31 December 2026, due to the relevant holding company or other members of the Company as at the date of the Transfer Agreements. Since the Loans, which are analogous to shareholder's loan, are the way to finance businesses other than equities, repayment of the Loans by the Target Companies on dollar-for-dollar basis, in our view, is not uncommon for transaction of this type.

### **(iv) Improving financial and cash position**

The Disposal with the net proceeds of RMB4,460.2 million is expected to reduce the Group's gearing ratio from approximately 40.8% to 39.3% as at 31 December 2025. Recovering capital through disposal of the Target Companies and the Properties enhances financial flexibility by optimising the capital structure, and potentially reducing interest expenses, which strengthens the Group's financial position. While the Disposal is expected to result in a disposal gain (after taxation) of about RMB107.8 million, the NAV of the Group would have increased by about 107.8 million.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### OPINION

Having considered the abovementioned principal factors and reasons set out in this letter, we are of the opinion that (i) the terms of the Disposal are on normal commercial terms and are fair and reasonable; and (ii) although the Disposal is not conducted in the ordinary and usual course of business of the Group, it is in the interests of the Company and the Shareholders as a whole. Accordingly, we therefore advise the Independent Board Committee to recommend, and we ourselves recommend, that the Independent Shareholders vote in favour of the proposed resolution(s) in respect of the Transfer Agreements to be proposed at the EGM.

Yours faithfully,  
for and on behalf of  
**SOMERLEY CAPITAL LIMITED**  
**Jenny Leung**  
*Director*

*Ms. Jenny Leung is a licensed person and responsible officer of Somerley registered with the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and has participated in the provision of independent financial advisory services for various transactions involving companies listed in Hong Kong.*

## 1 INDEBTEDNESS STATEMENT OF THE GROUP

### Borrowings

As at the close of business on 6 April 2026, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, the indebtedness of the Group was as follows:

- (i) secured but unguaranteed bank borrowings of approximately RMB29.0 billion;
- (ii) secured and guaranteed bank borrowings of approximately RMB0.6 billion;
- (iii) unsecured and unguaranteed bank borrowings of approximately RMB22.1 billion;
- (iv) unsecured but guaranteed bank borrowings of approximately RMB9.4 billion;
- (v) unsecured but guaranteed other borrowings of approximately RMB25.5 billion;
- (vi) unsecured and unguaranteed other borrowings of approximately RMB16.4 billion;
- (vii) interest-bearing amounts due to related parties, non-controlling interests and related parties of non-controlling interests included in other payables of approximately RMB1.3 billion; and
- (viii) lease liabilities of approximately RMB0.9 billion

The bank and other borrowings were secured by certain of the Group's properties under development, properties held for sale and investment properties. Certain bank and other borrowings are guaranteed by the Company, certain subsidiaries of the Group, non-controlling interests and related parties.

### Contingent Liabilities

As at 6 April 2026, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had the following material contingent liabilities:

- (i) approximately RMB25.6 billion relating to guarantees provided by the Group in respect of mortgage facilities granted by certain banks for certain purchasers of the Group's properties. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group will be liable for repaying the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks and the Group will be entitled to take over the legal title and possession of the related properties. Such guarantees shall terminate upon issuance of the relevant property ownership certificates; and

- (ii) up to a limit of approximately RMB2.2 billion relating to guarantees provided by certain subsidiaries of the Company in respect of loans borrowed by joint ventures and associated entities of the Group, among which, guarantee of approximately RMB0.6 billion was utilised and guarantee of approximately RMB1.6 billion was not utilised yet.

Save as aforesaid, and apart from intra-group liabilities, at the close of business on 6 April 2026, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group did not have any other debt securities, any outstanding loan capital, any borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptances (other than normal trade bills) or other similar indebtedness, debentures, mortgages, charges, finance leases or hire purchase commitments, guarantees or other material contingent liabilities.

## **2 WORKING CAPITAL SUFFICIENCY**

The Directors are of the opinion that, after taking into account the net proceeds from the Disposal and the financial resources available to the Group, including internally generated cash flows and existing bank facilities available, the Group has sufficient working capital for its requirements for at least 12 months from the date of this circular in the absence of unforeseen circumstances.

## **3 FINANCIAL AND TRADING PROSPECT OF THE GROUP**

Looking ahead to 2026, China's economy will adhere to the principle of seeking progress while maintaining stability and promoting stability through progress. The central government has clearly stated its intention to "focus on stabilising the property market", with policy directions centred on "controlling new supply, destocking and optimising supply on city specific basis". It will also promote the acquisition of existing commercial housing for use as affordable housing. Meanwhile, "deepening the reform of the housing provident fund system" and "orderly promoting the good housing initiative" have been identified as key policy initiatives, and the industry is accelerating the development of a new model centred on people and high-quality development.

The year 2026 marks not only the beginning of the "15th Five-Year Plan", but also a crucial year for the Group's transformation and development and a critical period for the industry to shift from pursuing "scale and speed" to "high quality and efficiency". The Group actively responds to the central government's core strategy of "stabilising the real estate market". With a customer-centric approach, guided by the principle of "Being a Company with Quality Products, Excellent Services, Strong Brand and Capable Teamwork", the Group is building a business portfolio featuring "one main body with two wings" to achieve a three-in-one integration model of development, operation and services, so as to meet people's diverse needs for good living from all perspectives.

The Group will remain firmly rooted in Guangzhou as its home base, driving business development in the Greater Bay Area while continuously deepening its strategic positioning in six core cities. The Group will spare no effort to create more benchmark projects, enabling Yuexiu's "Good Housing" to gain broader market recognition, thereby strengthening its

premium pricing capability. The Group will maintain its leading position in the industry, striving to achieve sales of over RMB100 billion. This will involve continuously strengthening its marketing capabilities and focusing on accelerating sales and destocking. The Group will ensure financial stability and capital safety by maintaining net cash inflows from operating activities. By optimising its financial structure and debt maturity profile, the Group will keep financing costs at the lower end and maintain its investment-grade credit ratings from S&P and Fitch.

The Group will remain committed to improving quality of life through its property services and contributing to urban development through professional operations. On the one hand, the Group will continue to focus on its residential services by prioritising service excellence, leveraging intelligent tools to improve response efficiency and enhance residential security, thereby fostering a warm and harmonious community environment. On the other hand, the Group will actively expand its diverse service offerings across sectors such as commercial properties, office buildings, industrial parks, mass transportation, and public premises. By adhering to the principles of refined management, professional operations, and people-centric services, the Group aims to enhance the quality of public spaces and service experiences, making its property services a reliable link between people, life, and the city.

The Group will focus on its three core businesses — office buildings, shopping malls, and business travel — in order to systematically develop full-cycle operational management capabilities. Firstly, the Group will strengthen its office building operations by optimising tenant mix and service offerings to meet diverse workplace needs, thereby increasing asset value. Secondly, the Group will steadily advance its shopping mall operations by adapting its brand mix and spatial experiences to evolving consumption trends, thereby effectively driving customer traffic and sales performance. Thirdly, the Group will continue to solidify its leading position in business travel business by seizing opportunities arising from market recovery and improving service quality and customer satisfaction through refined operations. Leveraging digital empowerment in management, the Group will strengthen asset synergies and continuously improve professional operational efficiency, thereby supporting the preservation and appreciation of asset value.

The Group will concentrate on high-quality development, adhere to the principle of making progress while maintaining stability, and uphold fundamental principles while breaking new grounds. We will adopt a more proactive attitude and a more pragmatic approach, unite our efforts to forge ahead, with a view to continuously creating value in this new cycle of industry development, and at the same time, rewarding shareholders for their trust and support with outstanding performance.

*The following is the text of a letter, summary of values and valuation certificates prepared for the purpose of incorporation in this circular received from Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent valuer, in connection with its valuation as at 31 March 2026 of various property interests held by the Group.*



仲量聯行

Jones Lang LaSalle Corporate Appraisal and Advisory Limited  
7th Floor, One Taikoo Place  
979 King's Road Hong Kong  
tel +852 2846 5000 fax +852 2169 6001  
Company Licence No.: C-030171

26 May 2026

The Board of Directors  
**Yuexiu Property Company Limited**  
26/F, Yue Xiu Building,  
160 Lockhart Road, Wanchai,  
Hong Kong

Dear Sirs,

In accordance with your instructions to value the property interests held by Yuexiu Property Company Limited (the “**Company**”) and its subsidiaries (hereinafter together referred to as the “**Group**”) in the People’s Republic of China (the “**PRC**”), we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion on the market values of the property interests as at 31 March 2026 (the “**Valuation Date**”).

Our valuation is carried out on a market value basis. Market value is defined as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

We have valued the property interests nos. 1 to 6 by the income approach by taking into account the rental income of the property derived from the existing leases and/or achievable in the existing market with due allowance for the reversionary income potential of the leases, which have been then capitalized to determine the market value at an appropriate capitalization rate. Where appropriate, reference has also been made to the comparable sales transactions as available in the relevant market.

We have valued the property interest no. 7 by the Discounted Cash Flow (“**DCF**”) approach. The DCF approach is adopted by discounting future net cash flow of the property to its present value by using an appropriate discount rate that reflects the rate of return required by a third party investor for an investment of this type. In the analysis, we incorporated an assumed 10-year forecast and the reversionary value in year eleven and discounted by an appropriate discount rate to derive a net present value. We have considered this property as a

fully operational and going concern hotel having regard to the trading accounts of previous years, where available, taking into account the future trading potential and level of turnover likely to be achieved, following consultation with the instructing party.

Our valuation has been made on the assumption that the seller sells the property interests in the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property interests.

No allowance has been made in our report for any charge, mortgage or amount owing on any of the property interests valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the properties are free from encumbrances, restrictions and outgoings of an onerous nature, which could affect their value.

In valuing the property interests, we have complied with all requirements contained in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by the Stock Exchange of Hong Kong Limited; the RICS Valuation — Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council.

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have been shown copies of title documents including State-owned Land Use Rights Certificates, Real Estate Title Certificates and other official plans relating to the property interests and have made relevant enquiries. Where possible, we have examined the original documents to verify the existing title to the property interests in the PRC and any material encumbrance that might be attached to the property interests or any tenancy amendment. We have relied considerably on the advice given by the Company's PRC legal adviser — All Bright Law Offices, concerning the validity of the property interests in the PRC.

We have not carried out detailed measurements to verify the correctness of the areas in respect of the property but have assumed that the areas shown on the title documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the exterior and, where possible, the interior of the properties. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the property is free of rot, infestation or any other structural defect. No tests were carried out on any of the services.

Inspection of the property was carried out in April 2026 by Ross Tan and Jayden Gu. Ross Tan is a China Certified Real Estate Appraiser and Jayden Gu is a CFA charterholder and these staff have more than 8 years' experience in the valuation of properties in the PRC.

Climate change, sustainability, resilience, and ESG are increasingly influencing investment approaches as they may affect prospects for rental and capital growth, and susceptibility to obsolescence. Properties that do not meet the sustainability characteristics expected in the market may represent a higher investment risk, particularly as occupiers become more conscious of ESG impacts on operational workspace, which could impact on vacancy and rental levels. This view is supported by RICS in their recently published guidance note "Sustainability and ESG in commercial property valuation and strategic advice (3rd Edition)."

While some of the sustainability and ESG initiatives are considered subjective and intangible, they cannot always be demonstrated with quantifiable evidence. Based on our research and local market knowledge, there is not yet any direct and tangible evidence of ESG being reflected in specific investment behaviours and/or pricing considerations for assets of a similar nature to the subject property, although it is acknowledged that ESG criteria is forming part of an increasing number of investment mandates. However more tangible benefits such as energy efficiency are realisable in operational costs. We have not undertaken full asset and market investigations in this regard. Whilst there is currently no direct and tangible evidence to suggest that the market is making pricing adjustments for ESG, we will continue to monitor market movements and sentiment.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Company and its subsidiaries. We have also sought confirmation from the Company and its subsidiaries that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive an informed view, and we have no reason to suspect that any material information has been withheld.

Unless otherwise stated, all monetary figures stated in this report are in Renminbi (RMB).

Our summary of values and valuation certificates are attached below for your attention.

Yours faithfully,

For and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Eddie T. W. Yiu**

*MRICS MHKIS R.P.S. (GP)*

*Senior Director*

*Note:* Eddie T.W. Yiu is a Chartered Surveyor who has 32 years' experience in the valuation of properties in Hong Kong and the PRC as well as relevant experience in the Asia-Pacific region.

## SUMMARY OF VALUES

## Group I — Property interests held for investment by the Group in the PRC

No.	Property	Market value in existing state as at the valuation date <i>RMB</i>
1.	Zhigu Industrial Park located at No. 1 and No. 3 Qinghui Middle Road and No. 1 Chuangzhi 3rd Street Nansha District Guangzhou City Guangdong Province The PRC (智谷產業園)	1,273,400,000
2.	Various office and commercial units and car parks of Nansha Yuexiu International Financial Center located at No. 3, 7 and 11 Haiwang Road Nansha District Guangzhou City Guangdong Province The PRC (南沙越秀國際金融中心辦公、商業單元及車位)	1,167,200,000
3.	Various office units and car parks of Nansha Yuexiu International Financial Center located at No. 3, 7 and 11 Haiwang Road Nansha District Guangzhou City Guangdong Province The PRC (南沙越秀國際金融中心辦公單元及車位)	505,200,000
4.	Various commercial units and car parks of Nansha Yuexiu International Financial Center located at No. 3, 7 and 11 Haiwang Road Nansha District Guangzhou City Guangdong Province The PRC (南沙越秀國際金融中心商業單元及車位)	16,700,000
	<b>Sub-total:</b>	<b>2,962,500,000</b>

**Group II — Property interests held for sale by the Group in the PRC**

<b>No.</b>	<b>Property</b>	<b>Market value in existing state as at the valuation date RMB</b>
5.	S1 Building of Yungu Industrial Park located at the southern side of Duxue Road and the northern side of Dongchong Avenue Nansha District Guangzhou City Guangdong Province The PRC (雲谷產業園S1棟)	48,100,000
6.	The remaining portion of Yungu Industrial Park located at the southern side of Duxue Road and the northern side of Dongchong Avenue Nansha District Guangzhou City Guangdong Province The PRC (雲谷產業園剩餘部分)	990,000,000
	<b>Sub-total:</b>	<b>1,038,100,000</b>

**Group III — Property interest held for operation by the Group in the PRC**

<b>No.</b>	<b>Property</b>	<b>Market value in existing state as at the valuation date RMB</b>
7.	Fairfield by Yuexiu Marriott Bijie located at the southern side of Huangping Road and the western side of Jinxiu Road Dafang County Bijie City Guizhou Province The PRC (畢節越秀萬豪萬楓酒店)	225,700,000
	<b>Sub-total:</b>	<b>225,700,000</b>
	<b>Grand-total:</b>	<b>4,226,300,000</b>

## VALUATION CERTIFICATE

## Group I — Property interests held for investment by the Group in the PRC

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the valuation date <i>RMB</i>
1.	Zhigu Industrial Park located at No. 1 and No. 3 Qinghui Middle Road and No. 1 Chuangzhi 3rd Street Nansha District Guangzhou City Guangdong Province The PRC (智谷產業園)	<p>Zhigu Industrial Park (the “<b>Project</b>”) is located at No. 1 and No. 3 Qinghui Middle Road and No. 1 Chuangzhi 3rd Street. The locality of the Project is a newly developed industrial area. It is served by public transportation with about 3 minutes’ driving distance to Dongchong High Speed Expressway interconnection and Nansha North Railway Station.</p> <p>The Project occupies a parcel of land with a site area of approximately 41,114.00 sq.m., which has been developed into an industrial development with a gross floor area of approximately 160,185.77 sq.m. and was completed between 2023 and 2024.</p>	As at the valuation date, portions of the property were rented to various tenants for industrial purposes, whilst the remaining portion of the property was vacant as at the valuation date.	1,273,400,000

As at the valuation date, the property comprised the whole project. The details are set out as follows:

Usage	Gross Floor Area (sq.m.)	No. of Car Parking Spaces
Industrial	137,965.94	
Ancillary	2,270.37	
Basement	<u>19,949.46</u>	<u>595</u>
<b>Total</b>	<b><u>160,185.77</u></b>	<b><u>595</u></b>

The land use rights of the property have been granted for a term expiring on 22 May 2072 for industrial use.

*Notes:*

1. Pursuant to a Real Estate Title Certificate, the property with a gross floor area of approximately 160,185.77 sq.m. is owned by Guangzhou Yuexiu Industrial Development Co., Ltd. (廣州越秀產業發展有限公司, “**Guangzhou Yuexiu Industrial**”, a wholly-owned subsidiary of the Company) and the relevant land use rights of the property have been granted for a term expiring on 22 May 2072 for industrial use.
2. Pursuant to various Tenancy Agreements, portions of the industrial units of the property with a total gross floor area of approximately 78,249.93 sq.m. were leased to various tenants for industrial use with the expiry dates between 30 April 2026 and 9 January 2032, and the monthly rents receivable as at the valuation date ranged from RMB32.6 to RMB100.0 per sq.m., exclusive of management fees, water and electricity charges. The remaining portion of the industrial units of the property with a total gross floor area approximately 59,716.01 sq.m. was vacant as at the valuation date.
3. Our valuation has been made on the following basis and analysis:

In undertaking our valuation, we have considered the actual rents in the existing tenancy agreements and also compared with similar developments which are located in the similar areas as the subject property, for the calculation of market rent in considering (1) the reversionary rental income after the expiry of the existing leases for occupied area, and (2) the rental income of vacant area;

In arriving at the market rent of the property, we have analyzed relevant market rental evidence of similar properties in the relevant market. Selection of the rental comparables is based on the following factors: (1) rental comparables are located in Nansha District, Guangzhou City; (2) the characteristics of the rental comparables are similar to the property (i.e. the development with similar established facilities and similar building condition); (3) rental comparables are listed in the past 3 months of the valuation date;

The selected comparable industrial units are within Letian Cloud Valley Industrial Park, Nansha Life Science Industrial Park and Nansha Qingsheng Intelligent Port. The monthly unit rent of these comparable units ranges from RMB48.0 to RMB58.5 per sq.m.. The selected comparable car parking spaces are within Nansha Huicai Center, Nansha China Railway Construction Global Center and Nansha Yuefang Cheng. The monthly unit rent of these comparable car parking spaces is RMB400 per space. The selected rental comparables are exhaustive in terms of the above factors; and

Based on our research on property market in the surrounding area of the property, as at the valuation date, the stabilized market yield ranged from 6.0% to 7.0% for industrial portion and 3.5% to 4.0% for car parking spaces. Considering the location, risks and characteristics of the property, we have applied a market yield of 6.5% for industrial units and 3.75% for car parks as the capitalization rate in the valuation.

4. We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal adviser, which contains, inter alia, the following:
  - a. Guangzhou Yuexiu Industrial is in possession of the land use rights and building ownership rights of the property, which are protected under the PRC law; and
  - b. The property has not been subject to any legally enforceable restrictions such as mortgage, seizure, or freezing orders.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the valuation date RMB
2.	Various office and commercial units and car parks of Nansha Yuexiu International Financial Center located at No. 3, 7 and 11 Haiwang Road Nansha District Guangzhou City Guangdong Province The PRC (南沙越秀國際金融中心辦公、商業單元及車位)	<p>Nansha Yuexiu International Financial Center (the “<b>Project</b>”) is located at the southern side of Jianglin North Road and the eastern side of Haiwang Road. The locality of the Project is a newly developed office and convention and exhibition area. It is served by public transportation with about 3 kilometers distance to Lingshan High Speed Expressway interconnection and Hengli Subway Station.</p> <p>The Project occupies a parcel of land with a site area of approximately 49,494.00 sq.m., which has been developed into an office and commercial development with a total gross floor area of approximately 128,639.18 sq.m. and was completed in 2023.</p>	As at the valuation date, portions of the property were rented to various tenants for office and commercial purposes, whilst the remaining portion of the property was vacant as at the valuation date.	1,167,200,000

As at the valuation date, the property comprised various office units (Tower A) and commercial units (L1 to L2) and car parks of the Project with a total gross floor area of approximately 86,341.64 sq.m. The details are set out as follows:

Usage	Gross Floor Area (sq.m.)	No. of Car Parking Spaces
Office	75,846.59	
Commercial	4,134.73	
Basement	6,360.32	479
<b>Total</b>	<b>86,341.64</b>	<b>479</b>

The land use rights of the property have been granted for terms expiring on 17 September 2057 for commercial use and 17 September 2067 for office and car park uses.

*Notes:*

1. Pursuant to various Real Estate Title Certificates, office and commercial units and 93 car parking spaces with a total gross floor area of approximately 81,197.81 sq.m. are owned by Guangzhou Nansha Jingxiu Commercial Management Co., Ltd. (廣州南沙景秀商業管理有限公司, “**Guangzhou Nansha Jingxiu**”, a wholly-owned subsidiary of the Company) and the relevant land use rights of the property have been granted for terms expiring on 17 September 2057 for commercial use and 17 September 2067 for office and car park uses. As advised by the Group, the title certificates of the remaining 386 car parking spaces have not been obtained.
2. Pursuant to various Tenancy Agreements, portions of the office and commercial units of the property with a total gross floor area of approximately 13,704.29 sq.m. were leased to various tenants for office and commercial uses with the expiry dates between 19 October 2026 and 24 March 2032, and the monthly rents receivable as at the valuation date ranged from RMB35.0 to RMB103.0 per sq.m., exclusive of management fees, water and electricity charges. The remaining portion of the office and commercial units of the property with a total gross floor area approximately 66,277.03 sq.m. was vacant as at the valuation date.
3. Our valuation has been made on the following basis and analysis:

In undertaking our valuation, we have considered the actual rents in the existing tenancy agreements and also compared with similar developments which are located in the similar areas as the subject property, for the calculation of market rent in considering (1) the reversionary rental income after the expiry of the existing leases for occupied area, and (2) the rental income of vacant area;

In arriving at the market rent of the property, we have analyzed relevant market rental evidence of similar properties in the relevant market. Selection of the rental comparables is based on the following factors: (1) rental comparables are located in Nansha District, Guangzhou City; (2) the characteristics of the rental comparables are similar to the property (i.e. the development with similar established facilities and similar building condition); (3) rental comparables are listed in the past 3 months of the valuation date;

The selected comparable office units are within Nansha Jiantao Square, Nansha Zhongjiaohuitong Center and Nansha Xinghe Dongyuehui. The monthly unit rent of these comparable units ranges from RMB70.0 to RMB75.0 per sq.m.. The selected comparable commercial units are within Nansha Xiangjiang Science and Technology Innovation Center, Nansha Yuefang Cheng and Nansha Zhongjiaohuitong Center. The monthly unit rent of these comparable units ranges from RMB115.0 to RMB136.0 per sq.m. for commercial units on the first floor. The selected comparable car parking spaces are within Nansha Huicai Center, Nansha China Railway Construction Global Center and Nansha Yuefang Cheng. The monthly unit rent of these comparable car parking spaces is RMB400 per space. The selected rental comparables are exhaustive in terms of the above factors; and

Based on our research on property market in the surrounding area of the property, as at the valuation date, the stabilized market yield ranged from 5.0% to 6.0% for office portion, 5.0% to 6.0% for commercial portion and 3.5% to 4.0% for car parking spaces. Considering the location, risks and characteristics of the property, we have applied a market yield of 5.50% for office and commercial units, and 3.75% for car parks as the capitalization rate in the valuation.

4. We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal adviser, which contains, inter alia, the following:
  - a. Guangzhou Nansha Jingxiu is in possession of the land use rights and building ownership rights of portions of the property mentioned in note 1, which are protected under the PRC law;
  - b. Guangzhou Nansha Jingxiu has the rights to legally occupy, use and earn income from 386 car parking spaces with a total gross floor area of approximately 5,143.83 sq.m. of the property of which the title certificates have not been obtained; and
  - c. The property has not been subject to any legally enforceable restrictions such as mortgage, seizure, or freezing orders.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the valuation date RMB												
3.	Various office units and car parks of Nansha Yuexiu International Financial Center located at No. 3, 7 and 11 Haiwang Road Nansha District Guangzhou City Guangdong Province The PRC (南沙越秀國際金融中心辦公單元及車位)	<p>Nansha Yuexiu International Financial Center (the “<b>Project</b>”) is located at the southern side of Jianglin North Road and the eastern side of Haiwang Road. The locality of the Project is a newly developed office and convention and exhibition area. It is served by public transportation with about 3 kilometers distance to Lingshan High Speed Expressway interconnection and Hengli Subway Station.</p> <p>The Project occupies a parcel of land with a site area of approximately 49,494.00 sq.m., which has been developed into an office and commercial development with a total gross floor area of approximately 128,639.18 sq.m. and was completed in 2023.</p> <p>As at the valuation date, the property comprised various office units (Tower B) and car parks of the Project with a total gross floor area of approximately 40,749.98 sq.m. The details are set out as follows:</p>	As at the valuation date, portions of the property were rented to various tenants for office purpose, whilst the remaining portion of the property was vacant as at the valuation date.	505,200,000												
			<table border="1"> <thead> <tr> <th style="text-align: left;">Usage</th> <th style="text-align: center;">Gross Floor Area (sq.m.)</th> <th style="text-align: center;">No. of Car Parking Spaces</th> </tr> </thead> <tbody> <tr> <td>Office</td> <td style="text-align: center;">38,103.49</td> <td></td> </tr> <tr> <td>Basement</td> <td style="text-align: center;"><u>2,646.49</u></td> <td style="text-align: center;"><u>200</u></td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: center;"><b><u>40,749.98</u></b></td> <td style="text-align: center;"><b><u>200</u></b></td> </tr> </tbody> </table>	Usage	Gross Floor Area (sq.m.)	No. of Car Parking Spaces	Office	38,103.49		Basement	<u>2,646.49</u>	<u>200</u>	<b>Total</b>	<b><u>40,749.98</u></b>	<b><u>200</u></b>	
Usage	Gross Floor Area (sq.m.)	No. of Car Parking Spaces														
Office	38,103.49															
Basement	<u>2,646.49</u>	<u>200</u>														
<b>Total</b>	<b><u>40,749.98</u></b>	<b><u>200</u></b>														
		The land use rights of the property have been granted for terms expiring on 17 September 2067 for office and car park uses.														

*Notes:*

1. Pursuant to various Real Estate Title Certificates, office units and 16 car parking spaces with a total gross floor area of approximately 38,313.06 sq.m. are owned by Guangzhou Nansha Mingyue Commercial Management Co., Ltd. (廣州南沙明越商業管理有限公司, “**Guangzhou Nansha Mingyue**”, a wholly-owned subsidiary of the Company) and the relevant land use rights of the property have been granted for terms expiring 17 September 2067 for office and car park uses. As advised by the Group, the title certificates of the remaining 184 car parking spaces have not been obtained.
2. Pursuant to various Tenancy Agreements, portions of the office units of the property with a total gross floor area of approximately 4,697.73 sq.m. were leased to various tenants for office use with the expiry dates between 30 December 2027 and 31 December 2029, and the monthly rents receivable as at the valuation date ranged from RMB60.0 to RMB90.0 per sq.m., exclusive of management fees, water and electricity charges. The remaining portion of the office units of the property with a total gross floor area approximately 33,405.76 sq.m. was vacant as at the valuation date.
3. Our valuation has been made on the following basis and analysis:

In undertaking our valuation, we have considered the actual rents in the existing tenancy agreements and also compared with similar developments which are located in the similar areas as the subject property, for the calculation of market rent in considering (1) the reversionary rental income after the expiry of the existing leases for occupied area, and (2) the rental income of vacant area;

In arriving at the market rent of the property, we have analyzed relevant market rental evidence of similar properties in the relevant market. Selection of the rental comparables is based on the following factors: (1) rental comparables are located in Nansha District, Guangzhou City; (2) the characteristics of the rental comparables are similar to the property (i.e. the development with similar established facilities and similar building condition); (3) rental comparables are listed in the past 3 months of the valuation date;

The selected comparable office units are within Nansha Jiantao Square, Nansha Zhongjiaohuitong Center and Nansha Xinghe Dongyuehui. The monthly unit rent of these comparable units ranges from RMB70.0 to RMB75.0 per sq.m.. The selected comparable car parking spaces are within Nansha Huicai Center, Nansha China Railway Construction Global Center and Nansha Yuefang Cheng. The monthly unit rent of these comparable car parking spaces is RMB400 per space. The selected rental comparables are exhaustive in terms of the above factors; and

Based on our research on property market in the surrounding area of the property, as at the valuation date, the stabilized market yield ranged from 5.0% to 6.0% for office portion and 3.5% to 4.0% for car parking spaces. Considering the location, risks and characteristics of the property, we have applied a market yield of 5.50% for office units, and 3.75% for car parks as the capitalization rate in the valuation.

4. We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal adviser, which contains, inter alia, the following:
  - a. Guangzhou Nansha Mingyue is in possession of the land use rights and building ownership rights of portions of the property mentioned in note 1, which are protected under the PRC law;
  - b. Guangzhou Nansha Mingyue has the rights to legally occupy, use and earn income from 184 car parking spaces with a total gross floor area of approximately 2,436.92 sq.m. of the property of which the title certificates have not been obtained; and
  - c. The property has not been subject to any legally enforceable restrictions such as mortgage, seizure, or freezing orders.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the valuation date <i>RMB</i>												
4.	Various commercial units and car parks of Nansha Yuexiu International Financial Center located at No. 3, 7 and 11 Haiwang Road Nansha District Guangzhou City Guangdong Province The PRC (南沙越秀國際金融中心商業單元及車位)	<p>Nansha Yuexiu International Financial Center (the “<b>Project</b>”) is located at the southern side of Jianglin North Road and the eastern side of Haiwang Road. The locality of the Project is a newly developed office and convention and exhibition area. It is served by public transportation with about 3 kilometers distance to Lingshan High Speed Expressway interconnection and Hengli Subway Station.</p> <p>The Project occupies a parcel of land with a site area of approximately 49,494.00 sq.m., which has been developed into an office and commercial development with a total gross floor area of approximately 128,639.18 sq.m. and was completed in 2023.</p> <p>As at the valuation date, the property comprised various commercial units (Level 2) and car parks of the Project with a total gross floor area of approximately 1,547.56 sq.m. The details are set out as follows:</p> <table border="1" style="margin-left: 40px;"> <thead> <tr> <th style="text-align: left;">Usage</th> <th style="text-align: right;">Gross Floor Area (<i>sq.m.</i>)</th> <th style="text-align: right;">No. of Car Parking Spaces</th> </tr> </thead> <tbody> <tr> <td>Commercial</td> <td style="text-align: right;">1,465.70</td> <td></td> </tr> <tr> <td>Basement</td> <td style="text-align: right;"><u>81.86</u></td> <td style="text-align: right;"><u>6</u></td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: right;"><b><u>1,547.56</u></b></td> <td style="text-align: right;"><b><u>6</u></b></td> </tr> </tbody> </table>	Usage	Gross Floor Area ( <i>sq.m.</i> )	No. of Car Parking Spaces	Commercial	1,465.70		Basement	<u>81.86</u>	<u>6</u>	<b>Total</b>	<b><u>1,547.56</u></b>	<b><u>6</u></b>	As at the valuation date, the property was vacant as at the valuation date.	16,700,000
Usage	Gross Floor Area ( <i>sq.m.</i> )	No. of Car Parking Spaces														
Commercial	1,465.70															
Basement	<u>81.86</u>	<u>6</u>														
<b>Total</b>	<b><u>1,547.56</u></b>	<b><u>6</u></b>														
<p>The land use rights of the property have been granted for terms expiring on 17 September 2057 for commercial use and 17 September 2067 for car park use.</p>																

*Notes:*

1. Pursuant to various Real Estate Title Certificates, commercial units with a total gross floor area of approximately 1,465.70 sq.m. are owned by Guangzhou Nansha Lingyue Commercial Management Co., Ltd. (廣州南沙靈越商業管理有限公司, “**Guangzhou Nansha Lingyue**”, a wholly-owned subsidiary of the Company) and the relevant land use rights of the property have been granted for terms expiring on 17 September 2057 for commercial use and 17 September 2067 for car park use. As advised by the Group, the title certificates of 6 car parking spaces have not been obtained.

2. Our valuation has been made on the following basis and analysis:

In undertaking our valuation, we have compared with similar developments which are located in the similar areas as the subject property, for the calculation of market rent in considering (1) the reversionary rental income after the expiry of the existing leases for occupied area, and (2) the rental income of vacant area;

In arriving at the market rent of the property, we have analyzed relevant market rental evidence of similar properties in the relevant market. Selection of the rental comparables is based on the following factors: (1) rental comparables are located in Nansha District, Guangzhou City; (2) the characteristics of the rental comparables are similar to the property (i.e. the development with similar established facilities and similar building condition); (3) rental comparables are listed in the past 3 months of the valuation date;

The selected comparable commercial units are within Nansha Xiangjiang Science and Technology Innovation Center, Nansha Yuefang Cheng and Nansha Zhongjiaohuitong Center. The monthly unit rent of these comparable units ranges from RMB115.0 to RMB136.0 per sq.m. for commercial units on the first floor. The selected comparable car parking spaces are within Nansha Huicai Center, Nansha China Railway Construction Global Center and Nansha Yuefang Cheng. The monthly unit rent of these comparable car parking spaces is RMB400 per space. The selected rental comparables are exhaustive in terms of the above factors; and

Based on our research on property market in the surrounding area of the property, as at the valuation date, the stabilized market yield ranged from 5.0% to 6.0% for commercial portion and 3.5% to 4.0% for car parking spaces. Considering the location, risks and characteristics of the property, we have applied a market yield of 5.50% for commercial units and 3.75% for car parks as the capitalization rate in the valuation.

3. We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal adviser, which contains, inter alia, the following:
  - a. Guangzhou Nansha Lingyue is in possession of the land use rights and building ownership rights of portions of the property mentioned in note 1;
  - b. Guangzhou Nansha Lingyue has the rights to legally occupy, use and earn income from 6 car parking spaces with a total gross floor area of approximately 81.86 sq.m. of the property of which the title certificates have not been obtained; and
  - c. The property has not been subject to any legally enforceable restrictions such as mortgage, seizure, or freezing orders.

## VALUATION CERTIFICATE

## Group II — Property interests held for sale by the Group in the PRC

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the valuation date RMB
5.	S1 Building of Yungu Industrial Park located at the southern side of Duxue Road and the northern side of Dongchong Avenue Nansha District Guangzhou City Guangdong Province The PRC (雲谷產業園S1棟)	<p>Yungu Industrial Park (the “<b>Project</b>”) is located at the southern side of Duxue Road and the northern side of Dongchong Avenue. The locality of the Project is a well-developed industrial and higher education institutions clustered area. It is served by public transportation with about 500 metres to Dongchong Subway Station and 5 minutes’ driving distance to Dongchong High Speed Expressway interconnection and Nansha North Railway Station.</p> <p>The Project occupies a parcel of land with a site area of approximately 25,724.00 sq.m., which has been developed into an industrial development with a gross floor area of approximately 126,787.88 sq.m. was completed between 2025 and the first quarter of 2026.</p> <p>As at the valuation date, the property comprised S1 building for ancillary commercial use of the Project with a gross floor area of approximately 5,465.71 sq.m.</p> <p>The land use rights of the property have been granted for a term expiring on 28 August 2073 for industrial use.</p>	As at the valuation date, the property was vacant.	48,100,000

*Notes:*

- Pursuant to a State-owned Land Use Rights Grant Contract — No. 440115-2023-000015 dated 16 June 2023, the land use rights of the Project with a site area of approximately 25,724.00 sq.m. (including the land use rights of the property) were contracted to be granted to Guangzhou Qingyue Real Estate Development Co., Ltd. (廣州慶越房地產開發有限公司, “**Guangzhou Qingyue**”, a non-wholly owned subsidiary of the Company) for a term of 50 years for industrial use and the land premium was RMB135,890,800.
- Pursuant to a Real Estate Title Certificate (for land) — Yue (2025) Guang Zhou Shi Bu Dong Chan Quan No. 11051689, the land use rights of the Project with a site area of approximately 25,724.00 sq.m. (including the land use rights of the property) have been granted to Guangzhou Qingyue for a term expiring on 28 August 2073 for industrial use.
- Pursuant to a Construction Work Planning Permit — Sui Gui Hua Zi Yuan Jian Zheng No. (2023) 5111 in favour of Guangzhou Qingyue, the property has been approved for construction.
- Pursuant to a Construction Work Commencement Permit — No. 44011520231031040 in favour of Guangzhou Qingyue, permission by the relevant local authority was given to commence the construction of the property.

5. Pursuant to a Construction Work Completion and Inspection Table in favour of Guangzhou Qingyue, the construction of the property has been completed and passed the inspection acceptance.
6. Pursuant to a Real Estate Title Certificate, the property with a gross floor area of approximately 5,465.71 sq.m. is owned by Guangzhou Qingyue and the relevant land use rights of the property have been granted for a term of 50 years expiring on 28 August 2073 for industrial use.
7. Our valuation has been made on the following basis and analysis:

In undertaking our valuation, we have compared with similar developments which are located in the similar areas as the subject property, for the calculation of market rent in considering (1) the reversionary rental income after the expiry of the existing leases for occupied area, and (2) the rental income of vacant area;

In arriving at the market rent of the property, we have analyzed relevant market rental evidence of similar properties in the relevant market. Selection of the rental comparables is based on the following factors: (1) rental comparables are located in Nansha District, Guangzhou City; (2) the characteristics of the rental comparables are similar to the property (i.e. the development with similar established facilities and similar building condition); (3) rental comparables are listed in the past 3 months of the valuation date;

The selected comparable commercial units are within Nansha Tunan Commercial Zone, Nansha Zhaoshang Wanqu and Nansha China Railway AI Hub.

The monthly unit rent of these comparable units ranges from RMB97.8 to RMB120.0 per sq.m. for commercial units on the first floor. The selected rental comparables are exhaustive in terms of the above factors; and

Based on our research on property market in the surrounding area of the property, as at the valuation date, the stabilized market yield ranged from 6.0% to 7.0%. Considering the location, risks and characteristics of the property, we have applied a market yield of 6.25% for the property as the capitalization rate in the valuation.

8. We have been provided with a legal opinion regarding the property interest by the Company's PRC legal adviser, which contains, inter alia, the following:
  - a. Guangzhou Qingyue is in possession of the land use rights of the property, which are protected under the PRC law;
  - b. Guangzhou Qingyue has obtained related requisite approvals for the construction work of the property from the relevant government authorities; and
  - c. The property has not been subject to any legally enforceable restrictions such as mortgage, seizure, or freezing orders.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the valuation date RMB
6.	The remaining portion of Yungu Industrial Park located at the southern side of Duxue Road and the northern side of Dongchong Avenue Nansha District Guangzhou City Guangdong Province The PRC (雲谷產業園 剩餘部分)	Yungu Industrial Park (the “ <b>Project</b> ”) is located at the southern side of Duxue Road and the northern side of Dongchong Avenue. The locality of the Project is a well-developed industrial and higher education institutions clustered area. It is served by public transportation with about 500 metres to Dongchong Subway Station and 5 minutes’ driving distance to Dongchong High Speed Expressway interconnection and Nansha North Railway Station.  The Project occupies a parcel of land with a site area of approximately 25,724.00 sq.m., which has been developed into an industrial development with a gross floor area of approximately 126,787.88 sq.m. and was completed between 2025 and the first quarter of 2026.	As at the valuation date, portions of the property were rented to various tenants for industrial and commercial purposes, whilst the remaining portion of the property was vacant as at the valuation date.	990,000,000

As at the valuation date, the property comprised ten buildings (D1 to D7 and T1 to T3) of the Project with a gross floor area of approximately 121,322.17 sq.m. The details are set out as follows:

Usage	Gross Floor Area (sq.m.)	No. of Car Parking Spaces
Industrial	91,029.88	
Ancillary		
commercial	7,205.16	
Ancillary	3,016.35	
Basement	<u>20,070.78</u>	<u>464</u>
<b>Total</b>	<b><u>121,322.17</u></b>	<b><u>464</u></b>

The land use rights of the property have been granted for a term expiring on 28 August 2073 for industrial use.

*Notes:*

1. Pursuant to a Real Estate Title Certificate — Yue (2026) Guang Zhou Shi Bu Dong Chan Quan Di No. 11030532, the property with a gross floor area of approximately 121,322.17 sq.m. is owned by Guangzhou Shengyue Industrial Park Operation Management Co., Ltd. (廣州盛越產業園區運營管理有限公司, “**Guangzhou Shengyue Industrial**”, a non-wholly owned subsidiary of the Company) and the relevant land use rights of the property have been granted for a term expiring on 28 August 2073 for industrial use.
2. Pursuant to various Tenancy Agreements, portions of the industrial and commercial units of the property with a total gross floor area of approximately 7,345.49 sq.m. were leased to various tenants for industrial and commercial uses with the expiry dates between 22 March 2028 and 29 March 2032, and the monthly rent receivable as at the valuation date ranged from RMB52.0 to RMB100.0 per sq.m., exclusive of management fees, water and electricity charges. The remaining portion of the industrial and commercial units of the property with a total gross floor area approximately 90,889.55 sq.m. was vacant as at the valuation date.
3. Our valuation has been made on the following basis and analysis:

In undertaking our valuation, we have considered the actual rents in the existing tenancy agreements and also compared with similar developments which are located in the similar areas as the subject property, for the calculation of market rent in considering (1) the reversionary rental income after the expiry of the existing leases for occupied area, and (2) the rental income of vacant area;

In arriving at the market rent of the property, we have analyzed relevant market rental evidence of similar properties in the relevant market. Selection of the rental comparables is based on the following factors: (1) rental comparables are located in Nansha District, Guangzhou City; (2) the characteristics of the rental comparables are similar to the property (i.e. the development with similar established facilities and similar building condition); (3) rental comparables are listed in the past 3 months of the valuation date;

The selected comparable industrial units are within Letian Cloud Valley Industrial Park, Nansha Life Science Industrial Park and Nansha Qingsheng Intelligent Port. The monthly unit rent of these comparable units ranges from RMB48.0 to RMB58.5 per sq.m.. The selected comparable commercial units are within Nansha Tunan Commercial Zone, Nansha Zhaoshang Wanqu and Nansha China Railway AI Hub. The monthly unit rent of these comparable units ranges from RMB97.8 to RMB120.0 per sq.m. for commercial units on the first floor. The selected comparable car parking spaces are within Nansha Huicai Center, Nansha China Railway Construction Global Center and Nansha Yuefang Cheng. The monthly unit rent of these comparable car parking spaces is RMB400 per space. The selected rental comparables are exhaustive in terms of the above factors; and

Based on our research on property market in the surrounding area of the property, as at the valuation date, the stabilized market yield ranged from 6.0% to 7.0% for industrial portion and 3.5% to 4.0% for car parking spaces. Considering the location, risks and characteristics of the property, we have applied a market yield of 6.25% for industrial units and 3.75% for car parks as the capitalization rate in the valuation.

4. We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal adviser, which contains, inter alia, the following:
  - a. Guangzhou Shengyue Industrial is in possession of the land use rights and building ownership rights of the property, which are protected under the PRC law; and
  - b. The property has not been subject to any legally enforceable restrictions such as mortgage, seizure, or freezing orders.

## VALUATION CERTIFICATE

## Group III — Property interest held for operation by the Group in the PRC

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the valuation date RMB
7.	Fairfield by Yuexiu Marriott Bijie located at the southern side of Huangping Road and the western side of Jinxiu Road Dafang County Bijie City Guizhou Province The PRC (畢節越秀萬豪萬楓酒店)	<p>Fairfield by Yuexiu Marriott Bijie (the “<b>Project</b>”) is located at the southern side of Huangping Road and the western side of Jinxiu Road. The locality of the property is a well-developed scenic area with mature and sophisticated supporting facilities.</p> <p>The Project occupies a parcel of land with a site area of approximately 18,916.00 sq.m. which has been developed into a hotel development with a gross floor area of approximately 24,477.77 sq.m and was completed in February 2023.</p> <p>As at the valuation date, the property comprised the whole Project which integrates 200 guest rooms, restaurants and banquet halls and its operation was commenced in 2023.</p> <p>The land use rights of the property have been granted for a term expiring on 24 March 2061 for hotel use.</p>	As at the valuation date, the property was operated as a hotel.	225,700,000

*Notes:*

1. Pursuant to a Real Estate Title Certificate, the property with a gross floor area of approximately 24,477.77 sq.m. is owned by Bijie Yuejia Real Estate Development Co., Ltd. (畢節越嘉房地產開發有限公司, “**Bijie Yuejia**”, a non-wholly owned subsidiary of the Company) and the relevant land use rights of the property have been granted a term expiring on 24 March 2061 for hotel use.
2. Our valuation has been made on the following basis and analysis:
  - i. Average daily room rate: RMB460 for year 1
  - ii. Stabilized growth rate: 2.5%
  - iii. Stabilized occupancy rate: 80.0%
  - iv. Discount rate: 7.0%
3. We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal adviser, which contains, inter alia, the following:
  - a. Bijie Yuejia is in possession of the land use rights and building ownership rights of the property, which are protected under the PRC law; and
  - b. The property has not been subject to any legally enforceable restrictions such as mortgage, seizure, or freezing orders.

*The following is the text of the valuation reports prepared for the purpose of incorporation in this circular received from Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent valuer, in connection with its valuation as at 31 March 2026 of the equity interests in the Target Companies.*



仲量聯行

Jones Lang LaSalle Corporate Appraisal and Advisory Limited  
7th Floor, One Taikoo Place  
979 King's Road Hong Kong  
tel +852 2846 5000 fax +852 2169 6001  
Company Licence No.: C-030171

26 May 2026

The Board of Directors  
**Yuexiu Property Company Limited**  
26/F, Yue Xiu Building  
160 Lockhart Road, Wanchai  
Hong Kong

Dear Sirs,

In accordance with the instructions of Yuexiu Property Company Limited (the “**Company**” or the “**Client**”), we have carried out a valuation exercise which requires Jones Lang LaSalle Corporate Appraisal and Advisory Limited to express an independent opinion on the market value of 100 percent equity interest (the “**Subject**”) in Guangzhou Jiachong Economic Information Consulting Co., Ltd. (佳崇經濟信息諮詢有限公司 or the “**Target Company**”) as at 31 March 2026 (the “**Valuation Date**”). The report which follows is dated 26 May 2026 (the “**Report Date**”).

#### **PURPOSE OF VALUATION**

The purpose of this report (the “**Report**”) is for the Client’s internal reference and inclusion in its public documents.

#### **BASIS OF VALUE**

Our valuation was carried out on a market value basis. Market value is defined as “*estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

**BASIS OF OPINION**

We have conducted our valuation with reference to the International Valuation Standards issued by the International Valuation Standards Council (“**IVSC**”). We have planned and performed our valuation so as to obtain all the information and explanation which we have considered necessary in order to provide us with sufficient evidence to express our opinion of the subject asset. We believe that the valuation procedures which we have employed provide a reasonable basis for our opinion.

**BACKGROUND**

Established in 2016, Guangzhou Jiachong Economic Information Consulting Co., Ltd. (廣州佳崇經濟信息諮詢有限公司, the “**Target Company**”) is a limited liability company in the PRC and a wholly owned subsidiary of the Company. As at the Valuation Date, the Target Company is an investment holding company and holds wholly equity interest in Guangzhou Yuexiu Industrial development Co., Ltd. (廣州越秀產業發展有限公司, or the “**Project Company**”).

The Project Company was established in 2022 as an industrial development company. The business scope includes industrial park management services, property management, enterprise management and so on. The Project Company is the owner of Zhigu Industrial Park (智谷產業園, or the “**Property**”), located at No. 1 and No. 3 Qinghui Middle Road and No. 1, Chuangzhi 3rd Street, Nansha District, Guangzhou City, Guangdong Province, the PRC. The locality of the property is a newly developed industrial area. It is served by public transportation with about 3 minutes’ driving distance to Dongchong High speed Expressway interconnection and Nansha North Railway Station. The property had been developed into industrial development. As at the valuation date, portions of the property were rented to various tenants for industrial purposes, whilst the remaining portion of the property was vacant as at the valuation date.

**BOOK VALUES OF ASSETS AND LIABILITIES**

The table below summarizes the book values of the assets and liabilities based on the consolidated financial statements of the Target Company provided by the management as at the Valuation Date.

<b>Target Company</b>	<b>Book Value (RMB)<sup>1</sup></b>
<b>Total Assets</b>	<b>2,049,532,480</b>
Cash and cash equivalents	107,448,822
Receivables	2,526,579
Other receivables	412,237,078
Other current assets	45,541,046
Investment properties	1,273,600,000
Fixed assets	163,515
Right-of-use assets	207,970,401
Long-term amortized expenses	45,039
<b>Total Liabilities</b>	<b>1,776,610,860</b>
Payables	87,350,404
Received in advance	7,737,645
Contract Liability	2,000
Payroll payables	33,540
Tax payables	1,023,897
Other payables	951,451,564
Long-term debts	393,118,198
Lease liabilities	212,996,144
Deferred tax liability	122,897,468
<b>Net Assets</b>	<b>272,921,620</b>

*Notes:*

1. The book values of the assets and liabilities of the Target Company were sourced from the consolidated financial statements of the Target Company as at the Valuation Date as provided by Company.

**SOURCE OF INFORMATION**

This report was compiled after consideration of all relevant information obtained from the Target Company and other public sources. Documents received include, but were not limited to:

- Background information and future business plan;
- Legal documents related to the Target Company;
- Financial statements of the Target Company and the Project Company; and
- Operating and market information of the Target Company and the Project Company.

We conducted interviews and held discussions with the management. We have relied to a considerable extent on information provided in arriving at our opinion of value. We believe that the information provided by the Target Company is reasonable and reliable. In addition, we also conducted research using various sources including government statistics and other publications.

**ASSUMPTIONS**

Assumptions considered to have significant sensitivity effects in this valuation have been evaluated to provide a more accurate and reasonable basis for arriving at our assessed value. The following assumptions in determining the market value of the equity interest of the Target Company and the Project Company, including the value of the properties, have been made:

- In valuing the properties, our valuation has been made on the assumption that the seller sells the property interests on the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property's interests.
- We assumed the principal businesses of the Target Company and the Project Company will not change significantly in the foreseeable future.
- We assumed the Target Company and the Project Company have obtained all necessary permits, business certificates, licenses and legal approvals required for the operations of their businesses in their respective localities. Furthermore, we assumed all of these have been or will be officially obtained and renewable upon expiry.
- We assumed continuous prudent management of the Target Company and the Project Company, which is reasonable and necessary to maintain the character and integrity of the valued assets.
- We assumed that there are no hidden or unexpected conditions (such as natural disaster, war, government intervention, major change in management, etc.) associated with the valued subject that might adversely affect their reported value.

- We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

*Note:* We assume no responsibility for changes in market conditions or other external factors occurring after the Valuation.

## **APPROACH AND METHODOLOGY**

In arriving at our assessed value, we have considered three generally accepted approaches, namely cost approach, market approach and income approach.

Market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparables. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for fewer subjective assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets.

Cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

Income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the asset than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar asset with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

To select the most appropriate approach, we have considered the purpose of the valuation engagement and the resulting basis of value as well as the availability and reliability of information provided to us to perform an analysis. We have also considered the relative advantages and disadvantages of each approach to the nature and circumstances of the Target Company and Project Company.

The Target Company is an investment holding company and the Project Company engaged in industrial development. The principal asset is Target Project and its value being the primary component for the equity value of Target Company.

The income approach is not suitable because there is a high degree of uncertainty regarding the future economic benefits or any ongoing business of the Target Company, and no reliable projection of economic stream available in future periods. Meanwhile, the market approach is not suitable as there are insufficient relevant comparable transactions or comparable companies with a similar structure to the Target Company to form a reliable basis for our opinion of value.

Meanwhile, the summation method under the cost approach (commonly known as “**Asset-based approach**”) is the most appropriate for the Target Company as the value of the Target Company derives mostly from its investment properties, which can be individually valued. Further, as confirmed with the Company, no off-book assets with material value were identified.

Accordingly, the market value of the Target Company’s equity interest is determined by summing the market values of its investment properties and other assets, and deducting all liabilities (Deferred tax liabilities that may be recognized due to the difference between book value and appraised value were not taken into consideration in this valuation). The market value of the principal asset was assessed by adopting discounted cash flow approach, given that the Target Project is a revenue-generating asset. For details, please refer to the Property Valuation Report. Details about the methodology on the individual assets and liabilities are presented in the following table.

<b>Assets/Liabilities</b>	<b>Valuation Approach &amp; Methodology</b>
Investment properties	Refers to Yuexiu iPark Yuegang Zhigu Industrial Park held by the Project Company. Based on the Valuation Report of the Property issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited.
All other asset and liabilities items	With consideration of the nature of the items, the book values in the consolidated financial statements have been adopted as the market values.

## CALCULATION OF THE MARKET VALUES OF THE TARGET COMPANY

The table below summarizes the market values of the assets and liabilities based on the consolidated financial statements of the Target Company as at the Valuation Date. Based on the summation method, the implied market value of net asset in the Target Company is approximately RMB396 million.

<b>The Target Company</b>	<b>Market Value (RMB)</b>
<b>Total Assets</b>	<b>2,049,332,480</b>
Cash and cash equivalents	107,448,822
Receivables	2,526,579
Other receivables	412,237,078
Other current assets	45,541,046
Investment properties	1,273,400,000
Fixed assets	163,515
Right-of-use assets	207,970,401
Long-term amortized expenses	45,039
<b>Total Liabilities</b>	<b>1,653,713,392</b>
Payables	87,350,404
Received in advance	7,737,645
Contract Liability	2,000
Payroll payables	33,540
Tax payables	1,023,897
Other payables	951,451,564
Long-term debts	393,118,198
Lease liabilities	212,996,144
Deferred tax liability	0
<b>Net Assets (rounded to thousand)<sup>1</sup></b>	<b>395,619,000</b>

*Notes:*

1. The appreciation in the market value of the equity interest in Target Company compared to its book value is primarily attributable to the decreased market value of the deferred tax liabilities. The reduction of deferred tax liabilities was mainly because deferred tax liabilities arising from the deductible temporary differences recognized by the Target Company were not taken into consideration in this valuation and were assessed at nil.

## VALUATION COMMENTS

In general, we have undertaken the necessary and appropriate valuation procedures in the valuation of the assets and liabilities of the Target Company as at the Valuation date. The methodologies adopted are generally considered being suitable with regard to the nature of the relevant assets and liabilities.

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and

consideration of such matters are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Target Company and Jones Lang LaSalle Corporate Appraisal and Advisory Limited.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

This report is issued subject to our Limiting Conditions as attached.

### **INDEPENDENCE DECLARATION**

We confirm that to the best of our knowledge and belief, we are independent of the Company and the Target, and have not contravened any independence requirements stipulated as per our professional memberships. Our fee is not contingent upon our conclusion of value.

### **RISK FACTORS**

#### **Microeconomic and Macroeconomic Considerations**

The Subject can be directly or indirectly affected by characteristics and changing forces of supply and demand for the contributing inputs and/or the produced goods and services associated with the Subject. These forces work to impact the magnitude of the gap between inflows and outflows regarding the Subject and thus its value. Variations in the degree of competition or in barriers to entry are key drivers of changes to supply whilst consumption preferences, income levels or the availability of substitutes are key drivers of changes to demand. Macroeconomic circumstances including inflation, interest rate fluctuations and existing and forecast levels of growth in the broader economy may also have an effect on the valuation of the Subject.

#### **Technological Change**

Changes in the rate of advancement of technology, the propensity for any particular technology to have an effect on the Target Company and the degree to which technological advancement is impacting and will continue to impact the Target Company can disrupt its desirability, competitiveness, efficiency and/or indirectly impact the products and services considered substitutes or complements for it and thus the value of the Subject.

**Environmental Considerations**

Phenomena within the physical environment can severely impact the factors of production and demand factors within an economy for the Subject. The occurrence of natural disasters, resource depletion and variations in climate conditions may influence resource availability and prices for inputs on the supply side or may influence market access and preferences for products and services associated to the Subject from end-user demand.

On the other hand, with tightening environmental regulation as well as growing consumer preference towards sustainable materials and products, lack of green protocol to combat climate changes and natural resources depletion could exert pre-financial impact to company performance, and hence suppressing value creation over the long run.

**Social and Political Considerations**

Various political and social phenomena surrounding the Subject may change so as to affect our opinion of value. Social factors encompassing the perception and preferences of people in general may swing rendering the Subject more or less desirable and thus more or less valuable. Given an increasing awareness over fair trade and human rights, companies are expected to engage with their stakeholders more openly and transparently regarding how they address social factors, including fair pricing practices, safe working environment, health protection, diversity and inclusion, etc. Otherwise, it could be difficult to retain customers and attract human capital, which are key assets to generate investment return on a sustainable way.

**Governance Considerations**

International or nationwide policy and/or legislative changes that alter existing rights and obligations may directly or indirectly influence the Subject. More importantly, enforcing a corporate governance structure that can sustain for unforeseeable challenges, is vital to maintain financial performance and avoid contingent liabilities arising from fines imposed by regulatory authority. Without a good corporate governance and management, it could be difficult to sustain business growth with acceptable risk level, and this would in turn affect the valuation of the Subject.

**OPINION OF VALUE**

Based on the results of our investigations and analyses outlined in this report, we are of the opinion that the market value of 100 percent equity interest in Target Company as at the Valuation Date was RMB395,619,000. (Deferred tax liabilities that may be recognized due to the difference between book value and appraised value were not taken into consideration in this valuation.)

**LIMITING CONDITIONS**

This report and opinion of value are subject to our Limiting Conditions as included in this report.

Yours faithfully,  
for and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Simon M. K. Chan**

*Executive Director*

*Note:* Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS). He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

**LIMITING CONDITIONS**

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of the Client/Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the service agreement between JLL and the Client and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.

9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.
10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the service agreement between JLL and the Client as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.
12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client/Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.

15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.
16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.
17. The board of directors, management, staff, and representatives of the Client/Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

#### **VALUERS' PROFESSIONAL DECLARATION**

The following valuers certify, to the best of their knowledge and belief, that:

- Information has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers.
- The reported analyses, opinions, and conclusions are subject to the assumptions as stated in the report and based on the valuers' personal, unbiased professional analyses, opinions, and conclusions. The valuation exercise is also bounded by the limiting conditions.
- The reported analyses, opinions, and conclusions are independent and objective.
- The valuers have no present or prospective interest in the asset that is the subject of this report, and have no personal interest or bias with respect to the parties involved.

- The valuers' compensation is not contingent upon the amount of the value estimate, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The analyses, opinions, and conclusions were developed, and this report has been prepared, in accordance with the International Valuation Standards published by the International Valuation Standards Council.
- The under mentioned persons provided professional assistance in the compilation of this report.

**Simon M. K. Chan**  
*Executive Director*

**Hunter Z. W. He**  
*Senior Director*

**Alice H. T. Zhong**  
*Senior Analyst*



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Company Licence No.: C-030171

26 May 2026

The Board of Directors  
**Yuexiu Property Company Limited**  
26/F, Yue Xiu Building  
160 Lockhart Road, Wanchai  
Hong Kong

Dear Sirs,

In accordance with the instructions of Yuexiu Property Company Limited (the “**Company**” or the “**Client**”), we have carried out a valuation exercise which requires Jones Lang LaSalle Corporate Appraisal and Advisory Limited to express an independent opinion on the market value of 100 percent equity interest (the “**Subject**”) in Guangzhou Nansha Jingxiu Commercial Management Co., Ltd. (廣州南沙景秀商業管理有限公司 or the “**Target Company**”) as at 31 March 2026 (the “**Valuation Date**”). The report which follows is dated 26 May 2026 (the “**Report Date**”).

#### **PURPOSE OF VALUATION**

The purpose of this report (the “**Report**”) is for the Client’s internal reference and inclusion in its public documents.

#### **BASIS OF VALUE**

Our valuation was carried out on a market value basis. Market value is defined as “*estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

#### **BASIS OF OPINION**

We have conducted our valuation with reference to the International Valuation Standards issued by the International Valuation Standards Council (“**IVSC**”). We have planned and performed our valuation so as to obtain all the information and explanation which we have considered necessary in order to provide us with sufficient evidence to express our opinion of the subject asset. We believe that the valuation procedures which we have employed provide a reasonable basis for our opinion.

**BACKGROUND**

Established in 2023 and engaged in real estate operation, as well as property management business, Guangzhou Nansha Jingxiu Commercial Management Co., Ltd. (廣州南沙景秀商業管理有限公司, the “**Target Company**”) is a limited liability company in the PRC and a wholly owned subsidiary of the Company.

The Target Company is the owner of various office and commercial units and car parks of Nansha Yuexiu International Financial Center (南沙越秀國際金融中心辦公、商業單元及車位, or the “**Target Project**”), which is located Nos. 3, 7 and 11 Haiwang road, Nansha district, Guangzhou city, Guangdong province, the PRC. The locality of the Target Project is a newly developed office and convention and exhibition area. It is served by public transportation about 3 kilometers distance to Lingshan High speed Expressway interconnection and Hengli Subway Station. As at the valuation date, portions of the Target Project were rented to various tenants for office and commercial purposes, whilst the remaining portion of the Target Project was vacant.

**BOOK VALUES OF ASSETS AND LIABILITIES**

The table below summarizes the book values of the assets and liabilities based on the financial statements of the Target Company provided by the management as at the Valuation Date.

<b>Target Company</b>	<b>Book Value (RMB)<sup>1</sup></b>
<b>Total Assets</b>	<b>1,591,388,036</b>
Cash and cash equivalents	2,723,411
Other receivables	17,943,455
Other current assets	117,021,169
Investment properties	1,453,700,000
<b>Total Liabilities</b>	<b>1,122,554</b>
Payroll payables	747,263
Tax payables	374,660
Other payables	631
<b>Net Assets</b>	<b>1,590,265,481</b>

*Notes:*

1. The book values of the assets and liabilities of the Target Company were sourced from the financial statements of the Target Company as at the Valuation Date as provided by Company.

**SOURCE OF INFORMATION**

This report was compiled after consideration of all relevant information obtained from the Target Company and other public sources. Documents received include, but were not limited to:

- Background information and future business plan;

- Legal documents related to the Target Company;
- Financial statements of the Target Company; and
- Operating and market information of the Target Company.

We conducted interviews and held discussions with the management. We have relied to a considerable extent on information provided in arriving at our opinion of value. We believe that the information provided by the Target Company is reasonable and reliable. In addition, we also conducted research using various sources including government statistics and other publications.

### ASSUMPTIONS

Assumptions considered to have significant sensitivity effects in this valuation have been evaluated to provide a more accurate and reasonable basis for arriving at our assessed value. The following assumptions in determining the market value of the equity interest of the Target Company, including the value of the properties, have been made:

- In valuing the properties, our valuation has been made on the assumption that the seller sells the property interests on the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property's interests.
- We assumed the principal businesses of the Target Company and the Project Company will not change significantly in the foreseeable future.
- We assumed the Target Company and the Project Company have obtained all necessary permits, business certificates, licenses and legal approvals required for the operations of their businesses in their respective localities. Furthermore, we assumed all of these have been or will be officially obtained and renewable upon expiry.
- We assumed continuous prudent management of the Target Company and the Project Company, which is reasonable and necessary to maintain the character and integrity of the valued assets.
- We assumed that there are no hidden or unexpected conditions (such as natural disaster, war, government intervention, major change in management, etc.) associated with the valued subject that might adversely affect their reported value.
- We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

*Note:* We assume no responsibility for changes in market conditions or other external factors occurring after the Valuation.

**APPROACH AND METHODOLOGY**

In arriving at our assessed value, we have considered three generally accepted approaches, namely cost approach, market approach and income approach.

Market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparables. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for fewer subjective assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets.

Cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

Income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the asset than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar asset with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

To select the most appropriate approach, we have considered the purpose of the valuation engagement and the resulting basis of value as well as the availability and reliability of information provided to us to perform an analysis. We have also considered the relative advantages and disadvantages of each approach to the nature and circumstances of the Target Company.

Target Company is a limited liability company principally engaged in real estate operation, as well as property management business, the principal asset is Target Project and its value being the primary component for the equity value of Target Company.

The income approach is not suitable because there is a high degree of uncertainty regarding the future economic benefits or any ongoing business of the Target Company, and no reliable projection of economic stream available in future periods. Meanwhile, the market approach is not suitable as there are insufficient relevant comparable transactions or comparable companies with a similar structure to the Target Company to form a reliable basis for our opinion of value.

Meanwhile, the summation method under the cost approach (commonly known as “**Asset-based approach**”) is the most appropriate for the Target Company as the value of the Target Company derives mostly from its investment properties, which can be individually valued. Further, as confirmed with the Company, no off-book assets with material value were identified.

Accordingly, the market value of the Target Company’s equity interest is determined by summing the market values of its investment properties, and other assets, and deducting all liabilities. The market value of the principal asset was assessed by adopting discounted cash flow approach, given that the Target Project is a revenue-generating asset. For details, please refer to the Property Valuation Report. Details about the methodology on the individual assets and liabilities are presented in the following table.

<b>Assets/Liabilities</b>	<b>Valuation Approach &amp; Methodology</b>
Investment properties	Based on the <i>Valuation Report of the Target Project</i> held by the Target Company issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited.
All other asset and liabilities items	With consideration of the nature of the items, the book values in the financial statements have been adopted as the market values.

#### CALCULATION OF THE MARKET VALUES OF THE TARGET COMPANY

The table below summarizes the market values of the assets and liabilities based on the financial statements of the Target Company as at the Valuation Date. Based on the summation method, the implied market value of net asset in the Target Company is approximately RMB1,304 million.

<b>The Target Company</b>	<b>Market Value (RMB)</b>
<b>Total Assets</b>	<b>1,304,888,036</b>
Cash and cash equivalents	2,723,411
Other receivables	17,943,455
Other current assets	117,021,169
Investment properties	1,167,200,000
<b>Total Liabilities</b>	<b>1,122,554</b>
Payroll payables	747,263
Tax payables	374,660
Other payables	631
<b>Net Assets (rounded to thousand)<sup>1</sup></b>	<b>1,303,765,000</b>

*Notes:*

1. The depreciation in the market value of the equity interest in Target Company compared to its book value is primarily attributable to the decreased market value of its investment properties. The depreciation of investment properties was mainly due to (a) the leasing performance falling short of expectation; (b) lower market rents in 2026 versus 2025; and (c) the expiry of rental subsidies provided by the local government to the tenants at the end of 2025.

**VALUATION COMMENTS**

In general, we have undertaken the necessary and appropriate valuation procedures in the valuation of the assets and liabilities of the Target Company as at the Valuation date. The methodologies adopted are generally considered being suitable with regard to the nature of the relevant assets and liabilities.

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and consideration of such matters are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Target Company and Jones Lang LaSalle Corporate Appraisal and Advisory Limited.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

This report is issued subject to our Limiting Conditions as attached.

**INDEPENDENCE DECLARATION**

We confirm that to the best of our knowledge and belief, we are independent of the Company and the Target, and have not contravened any independence requirements stipulated as per our professional memberships. Our fee is not contingent upon our conclusion of value.

**RISK FACTORS****Microeconomic and Macroeconomic Considerations**

The Subject can be directly or indirectly affected by characteristics and changing forces of supply and demand for the contributing inputs and/or the produced goods and services associated with the Subject. These forces work to impact the magnitude of the gap between inflows and outflows regarding the Subject and thus its value. Variations in the degree of competition or in barriers to entry are key drivers of changes to supply whilst consumption preferences, income levels or the availability of substitutes are key drivers of changes to

demand. Macroeconomic circumstances including inflation, interest rate fluctuations and existing and forecast levels of growth in the broader economy may also have an effect on the valuation of the Subject.

### **Technological Change**

Changes in the rate of advancement of technology, the propensity for any particular technology to have an effect on the Target Company and the degree to which technological advancement is impacting and will continue to impact the Target Company can disrupt its desirability, competitiveness, efficiency and/or indirectly impact the products and services considered substitutes or complements for it and thus the value of the Subject.

### **Environmental Considerations**

Phenomena within the physical environment can severely impact the factors of production and demand factors within an economy for the Subject. The occurrence of natural disasters, resource depletion and variations in climate conditions may influence resource availability and prices for inputs on the supply side or may influence market access and preferences for products and services associated to the Subject from end-user demand.

On the other hand, with tightening environmental regulation as well as growing consumer preference towards sustainable materials and products, lack of green protocol to combat climate changes and natural resources depletion could exert pre-financial impact to company performance, and hence suppressing value creation over the long run.

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Various political and social phenomena surrounding the Subject may change so as to affect our opinion of value. Social factors encompassing the perception and preferences of people in general may swing rendering the Subject more or less desirable and thus more or less valuable. Given an increasing awareness over fair trade and human rights, companies are expected to engage with their stakeholders more openly and transparently regarding how they address social factors, including fair pricing practices, safe working environment, health protection, diversity and inclusion, etc. Otherwise, it could be difficult to retain customers and attract human capital, which are key assets to generate investment return on a sustainable way.

### **Governance Considerations**

International or nationwide policy and/or legislative changes that alter existing rights and obligations may directly or indirectly influence the Subject. More importantly, enforcing a corporate governance structure that can sustain for unforeseeable challenges, is vital to maintain financial performance and avoid contingent liabilities arising from fines imposed by regulatory authority. Without a good corporate governance and management, it could be difficult to sustain business growth with acceptable risk level, and this would in turn affect the valuation of the Subject.

**OPINION OF VALUE**

Based on the results of our investigations and analyses outlined in this report, we are of the opinion that the market value of 100 percent equity interest in Target Company as at the Valuation Date was RMB1,303,765,000. (Deferred tax liabilities that may be recognized due to the difference between book value and appraised value were not taken into consideration in this valuation.)

**LIMITING CONDITIONS**

This report and opinion of value are subject to our Limiting Conditions as included in this report.

Yours faithfully,  
for and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Simon M. K. Chan**

*Executive Director*

*Note:* Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS). He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

**LIMITING CONDITIONS**

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of the Client/Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the service agreement between JLL and the Client and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.

9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.
10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the service agreement between JLL and the Client as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.
12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client/Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.

15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.
16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.
17. The board of directors, management, staff, and representatives of the Client/Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

#### **VALUERS' PROFESSIONAL DECLARATION**

The following valuers certify, to the best of their knowledge and belief, that:

- Information has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers.
- The reported analyses, opinions, and conclusions are subject to the assumptions as stated in the report and based on the valuers' personal, unbiased professional analyses, opinions, and conclusions. The valuation exercise is also bounded by the limiting conditions.
- The reported analyses, opinions, and conclusions are independent and objective.
- The valuers have no present or prospective interest in the asset that is the subject of this report, and have no personal interest or bias with respect to the parties involved.

- The valuers' compensation is not contingent upon the amount of the value estimate, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The analyses, opinions, and conclusions were developed, and this report has been prepared, in accordance with the International Valuation Standards published by the International Valuation Standards Council.
- The under mentioned persons provided professional assistance in the compilation of this report.

**Simon M. K. Chan**  
*Executive Director*

**Hunter Z. W. He**  
*Senior Director*

**Alice H. T. Zhong**  
*Senior Analyst*



仲量聯行

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Company Licence No.: C-030171

26 May 2026

The Board of Directors  
**Yuexiu Property Company Limited**  
26/F, Yue Xiu Building  
160 Lockhart Road, Wanchai  
Hong Kong

Dear Sirs,

In accordance with the instructions of Yuexiu Property Company Limited (the “**Company**” or the “**Client**”), we have carried out a valuation exercise which requires Jones Lang LaSalle Corporate Appraisal and Advisory Limited to express an independent opinion on the market value of 100 percent equity interest (the “**Subject**”) in Guangzhou Nansha Mingyue Commercial Management Co., Ltd. (廣州南沙明越商業管理有限公司 or the “**Target Company**”) as at 31 March 2026 (the “**Valuation Date**”). The report which follows is dated 26 May 2026 (the “**Report Date**”).

## PURPOSE OF VALUATION

The purpose of this report (the “**Report**”) is for the Client’s internal reference and inclusion in its public documents.

## BASIS OF VALUE

Our valuation was carried out on a market value basis. Market value is defined as “*estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

## BASIS OF OPINION

We have conducted our valuation with reference to the International Valuation Standards issued by the International Valuation Standards Council (“**IVSC**”). We have planned and performed our valuation so as to obtain all the information and explanation which we have considered necessary in order to provide us with sufficient evidence to express our opinion of the subject asset. We believe that the valuation procedures which we have employed provide a reasonable basis for our opinion.

**BACKGROUND**

Established in 2023 and engaged in real estate operation, as well as property management business, in Guangzhou Nansha Mingyue Commercial Management Co., Ltd. (廣州南沙明越商業管理有限公司, the “**Target Company**”) is a limited liability company in the PRC and a wholly owned subsidiary of the Company.

The Target Company is the owner of various office units and car parks of Nansha Yuexiu International Financial Center (南沙越秀國際金融中心辦公單元及車位, or the “**Target Project**”), which is located Nos. 3, 7 and 11 Haiwang road, Nansha district, Guangzhou city, Guangdong province, the PRC. The locality of the Target Project is a newly developed office and convention and exhibition area. It is served by public transportation about 3 kilometers distance to Lingshan High speed Expressway interconnection and Hengli Subway Station. As at the valuation date, portions of the Target Project were rented to various tenants for office purpose, whilst the remaining portion of the Target Project was vacant.

**BOOK VALUES OF ASSETS AND LIABILITIES**

The table below summarizes the book values of the assets and liabilities based on the financial statements of the Target Company provided by the management as at the Valuation Date.

<b>Target Company</b>	<b>Book Value (RMB)<sup>1</sup></b>
<b>Total Assets</b>	<b>701,410,746</b>
Cash and cash equivalents	922,213
Other receivables	10,556,059
Other current assets	57,032,474
Investment properties	632,900,000
<b>Total Liabilities</b>	<b>534,626</b>
Received in advance	5
Tax payables	534,621
<b>Net Assets</b>	<b>700,876,120</b>

*Notes:*

1. The book values of the assets and liabilities of the Target Company were sourced from the financial statements of the Target Company as at the Valuation Date as provided by Company.

**SOURCE OF INFORMATION**

This report was compiled after consideration of all relevant information obtained from the Target Company and other public sources. Documents received include, but were not limited to:

- Background information and future business plan;
- Legal documents related to the Target Company;

- Financial statements of the Target Company; and
- Operating and market information of the Target Company.

We conducted interviews and held discussions with the management. We have relied to a considerable extent on information provided in arriving at our opinion of value. We believe that the information provided by the Target Company is reasonable and reliable. In addition, we also conducted research using various sources including government statistics and other publications.

### ASSUMPTIONS

Assumptions considered to have significant sensitivity effects in this valuation have been evaluated to provide a more accurate and reasonable basis for arriving at our assessed value. The following assumptions in determining the market value of the equity interest of the Target Company, including the value of the properties, have been made:

- In valuing the properties, our valuation has been made on the assumption that the seller sells the property interests on the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property's interests.
- We assumed the principal businesses of the Target Company and the Project Company will not change significantly in the foreseeable future.
- We assumed the Target Company and the Project Company have obtained all necessary permits, business certificates, licenses and legal approvals required for the operations of their businesses in their respective localities. Furthermore, we assumed all of these have been or will be officially obtained and renewable upon expiry.
- We assumed continuous prudent management of the Target Company and the Project Company, which is reasonable and necessary to maintain the character and integrity of the valued assets.
- We assumed that there are no hidden or unexpected conditions (such as natural disaster, war, government intervention, major change in management, etc.) associated with the valued subject that might adversely affect their reported value.
- We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

*Note:* We assume no responsibility for changes in market conditions or other external factors occurring after the Valuation.

**APPROACH AND METHODOLOGY**

In arriving at our assessed value, we have considered three generally accepted approaches, namely cost approach, market approach and income approach.

Market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparables. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for fewer subjective assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets.

Cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

Income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the asset than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar asset with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

To select the most appropriate approach, we have considered the purpose of the valuation engagement and the resulting basis of value as well as the availability and reliability of information provided to us to perform an analysis. We have also considered the relative advantages and disadvantages of each approach to the nature and circumstances of the Target Company.

Target Company is a limited liability company principally engaged in real estate operation, as well as property management business, the principal asset is Target Project and its value being the primary component for the equity value of Target Company.

The income approach is not suitable because there is a high degree of uncertainty regarding the future economic benefits or any ongoing business of the Target Company, and no reliable projection of economic stream available in future periods. Meanwhile, the market approach is not suitable as there are insufficient relevant comparable transactions or comparable companies with a similar structure to the Target Company to form a reliable basis for our opinion of value.

Meanwhile, the summation method under the cost approach (commonly known as “**Asset-based approach**”) is the most appropriate for the Target Company as the value of the Target Company derives mostly from its investment properties, which can be individually valued. Further, as confirmed with the Company, no off-book assets with material value were identified.

Accordingly, the market value of the Target Company’s equity interest is determined by summing the market values of its investment properties, and other assets, and deducting all liabilities. The market value of the principal asset was assessed by adopting discounted cash flow approach, given that the Target Project is a revenue-generating asset. For details, please refer to the Property Valuation Report. Details about the methodology on the individual assets and liabilities are presented in the following table.

<b>Assets/Liabilities</b>	<b>Valuation Approach &amp; Methodology</b>
Investment properties	Based on the <i>Valuation Report of the Target Project</i> held by the Target Company issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited.
All other asset and liabilities items	With consideration of the nature of the items, the book values in the financial statements have been adopted as the market values.

#### CALCULATION OF THE MARKET VALUES OF THE TARGET COMPANY

The table below summarizes the market values of the assets and liabilities based on the financial statements of the Target Company as at the Valuation Date. Based on the summation method, the implied market value of net asset in the Target Company is approximately RMB573 million.

<b>The Target Company</b>	<b>Market Value (RMB)</b>
<b>Total Assets</b>	<b>573,710,746</b>
Cash and cash equivalents	922,213
Other receivables	10,556,059
Other current assets	57,032,474
Investment properties	505,200,000
<b>Total Liabilities</b>	<b>534,626</b>
Received in advance	5
Tax payables	534,621
<b>Net Assets (rounded to thousand)<sup>1</sup></b>	<b>573,176,000</b>

*Notes:*

1. The depreciation in the market value of the equity interest in Target Company compared to its book value is primarily attributable to the decreased market value of its investment properties. The depreciation of investment properties was mainly due to (a) the leasing performance falling short of expectation; (b) lower market rents in 2026 versus 2025; and (c) the expiry of rental subsidies provided by the local government to the tenants at the end of 2025.

**VALUATION COMMENTS**

In general, we have undertaken the necessary and appropriate valuation procedures in the valuation of the assets and liabilities of the Target Company as at the Valuation date. The methodologies adopted are generally considered being suitable with regard to the nature of the relevant assets and liabilities.

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and consideration of such matters are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Target Company and Jones Lang LaSalle Corporate Appraisal and Advisory Limited.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

This report is issued subject to our Limiting Conditions as attached.

**INDEPENDENCE DECLARATION**

We confirm that to the best of our knowledge and belief, we are independent of the Company and the Target, and have not contravened any independence requirements stipulated as per our professional memberships. Our fee is not contingent upon our conclusion of value.

**RISK FACTORS****Microeconomic and Macroeconomic Considerations**

The Subject can be directly or indirectly affected by characteristics and changing forces of supply and demand for the contributing inputs and/or the produced goods and services associated with the Subject. These forces work to impact the magnitude of the gap between inflows and outflows regarding the Subject and thus its value. Variations in the degree of competition or in barriers to entry are key drivers of changes to supply whilst consumption preferences, income levels or the availability of substitutes are key drivers of changes to

demand. Macroeconomic circumstances including inflation, interest rate fluctuations and existing and forecast levels of growth in the broader economy may also have an effect on the valuation of the Subject.

### **Technological Change**

Changes in the rate of advancement of technology, the propensity for any particular technology to have an effect on the Target Company and the degree to which technological advancement is impacting and will continue to impact the Target Company can disrupt its desirability, competitiveness, efficiency and/or indirectly impact the products and services considered substitutes or complements for it and thus the value of the Subject.

### **Environmental Considerations**

Phenomena within the physical environment can severely impact the factors of production and demand factors within an economy for the Subject. The occurrence of natural disasters, resource depletion and variations in climate conditions may influence resource availability and prices for inputs on the supply side or may influence market access and preferences for products and services associated to the Subject from end-user demand.

On the other hand, with tightening environmental regulation as well as growing consumer preference towards sustainable materials and products, lack of green protocol to combat climate changes and natural resources depletion could exert pre-financial impact to company performance, and hence suppressing value creation over the long run.

### **Social and Political Considerations**

Various political and social phenomena surrounding the Subject may change so as to affect our opinion of value. Social factors encompassing the perception and preferences of people in general may swing rendering the Subject more or less desirable and thus more or less valuable. Given an increasing awareness over fair trade and human rights, companies are expected to engage with their stakeholders more openly and transparently regarding how they address social factors, including fair pricing practices, safe working environment, health protection, diversity and inclusion, etc. Otherwise, it could be difficult to retain customers and attract human capital, which are key assets to generate investment return on a sustainable way.

### **Governance Considerations**

International or nationwide policy and/or legislative changes that alter existing rights and obligations may directly or indirectly influence the Subject. More importantly, enforcing a corporate governance structure that can sustain for unforeseeable challenges, is vital to maintain financial performance and avoid contingent liabilities arising from fines imposed by regulatory authority. Without a good corporate governance and management, it could be difficult to sustain business growth with acceptable risk level, and this would in turn affect the valuation of the Subject.

**OPINION OF VALUE**

Based on the results of our investigations and analyses outlined in this report, we are of the opinion that the market value of 100 percent equity interest in Target Company as at the Valuation Date was RMB573,176,000. (Deferred tax liabilities that may be recognized due to the difference between book value and appraised value were not taken into consideration in this valuation.)

**LIMITING CONDITIONS**

This report and opinion of value are subject to our Limiting Conditions as included in this report.

Yours faithfully,  
for and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Simon M. K. Chan**

*Executive Director*

*Note:* Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS). He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

**LIMITING CONDITIONS**

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of the Client/Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the service agreement between JLL and the Client and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.

9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.
10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the service agreement between JLL and the Client as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.
12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client/Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.

15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.
16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.
17. The board of directors, management, staff, and representatives of the Client/Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

#### VALUERS' PROFESSIONAL DECLARATION

The following valuers certify, to the best of their knowledge and belief, that:

- Information has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers.
- The reported analyses, opinions, and conclusions are subject to the assumptions as stated in the report and based on the valuers' personal, unbiased professional analyses, opinions, and conclusions. The valuation exercise is also bounded by the limiting conditions.
- The reported analyses, opinions, and conclusions are independent and objective.
- The valuers have no present or prospective interest in the asset that is the subject of this report, and have no personal interest or bias with respect to the parties involved.

- The valuers' compensation is not contingent upon the amount of the value estimate, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The analyses, opinions, and conclusions were developed, and this report has been prepared, in accordance with the International Valuation Standards published by the International Valuation Standards Council.
- The under mentioned persons provided professional assistance in the compilation of this report.

**Simon M. K. Chan**  
*Executive Director*

**Hunter Z. W. He**  
*Senior Director*

**Alice H. T. Zhong**  
*Senior Analyst*



仲量聯行

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Company Licence No.: C-030171

26 May 2026

The Board of Directors  
**Yuexiu Property Company Limited**  
26/F, Yue Xiu Building  
160 Lockhart Road, Wanchai  
Hong Kong

Dear Sirs,

In accordance with the instructions of Yuexiu Property Company Limited (the “**Company**” or the “**Client**”), we have carried out a valuation exercise which requires Jones Lang LaSalle Corporate Appraisal and Advisory Limited to express an independent opinion on the market value of 100 percent equity interest (the “**Subject**”) in Guangzhou Nansha Lingyue Commercial Management Co., Ltd. (廣州南沙靈越商業管理有限公司 or the “**Target Company**”) as at 31 March 2026 (the “**Valuation Date**”). The report which follows is dated 26 May 2026 (the “**Report Date**”).

#### **PURPOSE OF VALUATION**

The purpose of this report (the “**Report**”) is for the Client’s internal reference and inclusion in its public documents.

#### **BASIS OF VALUE**

Our valuation was carried out on a market value basis. Market value is defined as “*estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

#### **BASIS OF OPINION**

We have conducted our valuation with reference to the International Valuation Standards issued by the International Valuation Standards Council (“**IVSC**”). We have planned and performed our valuation so as to obtain all the information and explanation which we have considered necessary in order to provide us with sufficient evidence to express our opinion of the subject asset. We believe that the valuation procedures which we have employed provide a reasonable basis for our opinion.

**BACKGROUND**

Established in 2023 and engaged in real estate operation, as well as property management business, Guangzhou Nansha Lingyue Commercial Management Co., Ltd. (廣州南沙靈越商業管理有限公司, the “**Target Company**”) is a limited liability company in the PRC and a wholly owned subsidiary of the Company.

The Target Company is the owner of various commercial units and car parks of Nansha Yuexiu International Financial Center (南沙越秀國際金融中心商業單元及車位, or the “**Target Project**”), which is located Nos. 3, 7 and 11 Haiwang road, Nansha district, Guangzhou city, Guangdong province, the PRC. The locality of the Target Project is a newly developed office and convention and exhibition area. It is served by public transportation about 3 kilometers distance to Lingshan High speed Expressway interconnection and Hengli Subway Station. As at the valuation date, the Target Project was vacant.

**BOOK VALUES OF ASSETS AND LIABILITIES**

The table below summarizes the book values of the assets and liabilities based on the financial statements of the Target Company provided by the management as at the Valuation Date.

<b>Target Company</b>	<b>Book Value (RMB)<sup>1</sup></b>
<b>Total Assets</b>	<b>21,833,140</b>
Cash and cash equivalents	90,048
Other receivables	153,064
Other current assets	2,490,028
Investment properties	19,100,000
<b>Total Liabilities</b>	<b>340,000</b>
Other payables	340,000
<b>Net Assets</b>	<b>21,493,140</b>

*Notes:*

1. The book values of the assets and liabilities of the Target Company were sourced from the financial statements of the Target Company as at the Valuation Date as provided by Company.

**SOURCE OF INFORMATION**

This report was compiled after consideration of all relevant information obtained from the Target Company and other public sources. Documents received include, but were not limited to:

- Background information and future business plan;
- Legal documents related to the Target Company;
- Financial statements of the Target Company; and

- Operating and market information of the Target Company.

We conducted interviews and held discussions with the management. We have relied to a considerable extent on information provided in arriving at our opinion of value. We believe that the information provided by the Target Company is reasonable and reliable. In addition, we also conducted research using various sources including government statistics and other publications.

## ASSUMPTIONS

Assumptions considered to have significant sensitivity effects in this valuation have been evaluated to provide a more accurate and reasonable basis for arriving at our assessed value. The following assumptions in determining the market value of the equity interest of the Target Company, including the value of the properties, have been made:

- In valuing the properties, our valuation has been made on the assumption that the seller sells the property interests on the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property's interests.
- We assumed the principal businesses of the Target Company and the Project Company will not change significantly in the foreseeable future.
- We assumed the Target Company and the Project Company have obtained all necessary permits, business certificates, licenses and legal approvals required for the operations of their businesses in their respective localities. Furthermore, we assumed all of these have been or will be officially obtained and renewable upon expiry.
- We assumed continuous prudent management of the Target Company and the Project Company, which is reasonable and necessary to maintain the character and integrity of the valued assets.
- We assumed that there are no hidden or unexpected conditions (such as natural disaster, war, government intervention, major change in management, etc.) associated with the valued subject that might adversely affect their reported value.
- We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

*Note:* We assume no responsibility for changes in market conditions or other external factors occurring after the Valuation.

**APPROACH AND METHODOLOGY**

In arriving at our assessed value, we have considered three generally accepted approaches, namely cost approach, market approach and income approach.

Market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparables. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for fewer subjective assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets.

Cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

Income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the asset than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar asset with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

To select the most appropriate approach, we have considered the purpose of the valuation engagement and the resulting basis of value as well as the availability and reliability of information provided to us to perform an analysis. We have also considered the relative advantages and disadvantages of each approach to the nature and circumstances of the Target Company.

Target Company is a limited liability company principally engaged in real estate operation, as well as property management business, the principal asset is Target Project and its value being the primary component for the equity value of Target Company.

The income approach is not suitable because there is a high degree of uncertainty regarding the future economic benefits or any ongoing business of the Target Company, and no reliable projection of economic stream available in future periods. Meanwhile, the market approach is not suitable as there are insufficient relevant comparable transactions or comparable companies with a similar structure to the Target Company to form a reliable basis for our opinion of value.

Meanwhile, the summation method under the cost approach (commonly known as “**Asset-based approach**”) is the most appropriate for the Target Company as the value of the Target Company derives mostly from its investment properties, which can be individually valued. Further, as confirmed with the Company, no off-book assets with material value were identified.

Accordingly, the market value of the Target Company’s equity interest is determined by summing the market values of its investment properties, and other assets, and deducting all liabilities. The market value of the principal asset was assessed by adopting discounted cash flow approach, given that the Target Project is a revenue-generating asset. For details, please refer to the Property Valuation Report. Details about the methodology on the individual assets and liabilities are presented in the following table.

<b>Assets/Liabilities</b>	<b>Valuation Approach &amp; Methodology</b>
Investment properties	Based on the <i>Valuation Report of the</i> Target Project held by the Target Company issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited.
All other asset and liabilities items	With consideration of the nature of the items, the book values in the financial statements have been adopted as the market values.

#### CALCULATION OF THE MARKET VALUES OF THE TARGET COMPANY

The table below summarizes the market values of the assets and liabilities based on the financial statements of the Target Company as at the Valuation Date. Based on the summation method, the implied market value of net asset in the Target Company is approximately RMB19 million.

<b>The Target Company</b>	<b>Market Value (RMB)</b>
<b>Total Assets</b>	<b>19,433,140</b>
Cash and cash equivalents	90,048
Other receivables	153,064
Other current assets	2,490,028
Investment properties	16,700,000
<b>Total Liabilities</b>	<b>340,000</b>
Other payables	340,000
<b>Net Assets (rounded to thousand)<sup>1</sup></b>	<b>19,093,000</b>

*Notes:*

1. The depreciation in the market value of the equity interest in Target Company compared to its book value is primarily attributable to the decreased market value of its investment properties. The depreciation of investment properties was mainly due to (a) the leasing performance falling short of expectation; (b) lower market rents in 2026 versus 2025; and (c) the expiry of rental subsidies provided by the local government to the tenants at the end of 2025.

**VALUATION COMMENTS**

In general, we have undertaken the necessary and appropriate valuation procedures in the valuation of the assets and liabilities of the Target Company as at the Valuation date. The methodologies adopted are generally considered being suitable with regard to the nature of the relevant assets and liabilities.

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and consideration of such matters are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Target Company and Jones Lang LaSalle Corporate Appraisal and Advisory Limited.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

This report is issued subject to our Limiting Conditions as attached.

**INDEPENDENCE DECLARATION**

We confirm that to the best of our knowledge and belief, we are independent of the Company and the Target, and have not contravened any independence requirements stipulated as per our professional memberships. Our fee is not contingent upon our conclusion of value.

**RISK FACTORS****Microeconomic and Macroeconomic Considerations**

The Subject can be directly or indirectly affected by characteristics and changing forces of supply and demand for the contributing inputs and/or the produced goods and services associated with the Subject. These forces work to impact the magnitude of the gap between inflows and outflows regarding the Subject and thus its value. Variations in the degree of competition or in barriers to entry are key drivers of changes to supply whilst consumption preferences, income levels or the availability of substitutes are key drivers of changes to demand. Macroeconomic circumstances including inflation, interest rate fluctuations and existing and forecast levels of growth in the broader economy may also have an effect on the valuation of the Subject.

**Technological Change**

Changes in the rate of advancement of technology, the propensity for any particular technology to have an effect on the Target Company and the degree to which technological advancement is impacting and will continue to impact the Target Company can disrupt its desirability, competitiveness, efficiency and/or indirectly impact the products and services considered substitutes or complements for it and thus the value of the Subject.

**Environmental Considerations**

Phenomena within the physical environment can severely impact the factors of production and demand factors within an economy for the Subject. The occurrence of natural disasters, resource depletion and variations in climate conditions may influence resource availability and prices for inputs on the supply side or may influence market access and preferences for products and services associated to the Subject from end-user demand.

On the other hand, with tightening environmental regulation as well as growing consumer preference towards sustainable materials and products, lack of green protocol to combat climate changes and natural resources depletion could exert pre-financial impact to company performance, and hence suppressing value creation over the long run.

**Social and Political Considerations**

Various political and social phenomena surrounding the Subject may change so as to affect our opinion of value. Social factors encompassing the perception and preferences of people in general may swing rendering the Subject more or less desirable and thus more or less valuable. Given an increasing awareness over fair trade and human rights, companies are expected to engage with their stakeholders more openly and transparently regarding how they address social factors, including fair pricing practices, safe working environment, health protection, diversity and inclusion, etc. Otherwise, it could be difficult to retain customers and attract human capital, which are key assets to generate investment return on a sustainable way.

**Governance Considerations**

International or nationwide policy and/or legislative changes that alter existing rights and obligations may directly or indirectly influence the Subject. More importantly, enforcing a corporate governance structure that can sustain for unforeseeable challenges, is vital to maintain financial performance and avoid contingent liabilities arising from fines imposed by regulatory authority. Without a good corporate governance and management, it could be difficult to sustain business growth with acceptable risk level, and this would in turn affect the valuation of the Subject.

**OPINION OF VALUE**

Based on the results of our investigations and analyses outlined in this report, we are of the opinion that the market value of 100 percent equity interest in Target Company as at the Valuation Date was RMB19,093,000. (Deferred tax liabilities that may be recognized due to the difference between book value and appraised value were not taken into consideration in this valuation.)

**LIMITING CONDITIONS**

This report and opinion of value are subject to our Limiting Conditions as included in this report.

Yours faithfully,  
for and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Simon M. K. Chan**

*Executive Director*

*Note:* Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS). He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

**LIMITING CONDITIONS**

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of the Client/Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the service agreement between JLL and the Client and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.

9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.
10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the service agreement between JLL and the Client as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.
12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client/Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.

15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.
16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.
17. The board of directors, management, staff, and representatives of the Client/Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

#### **VALUERS' PROFESSIONAL DECLARATION**

The following valuers certify, to the best of their knowledge and belief, that:

- Information has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers.
- The reported analyses, opinions, and conclusions are subject to the assumptions as stated in the report and based on the valuers' personal, unbiased professional analyses, opinions, and conclusions. The valuation exercise is also bounded by the limiting conditions.
- The reported analyses, opinions, and conclusions are independent and objective.
- The valuers have no present or prospective interest in the asset that is the subject of this report, and have no personal interest or bias with respect to the parties involved.

- The valuers' compensation is not contingent upon the amount of the value estimate, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The analyses, opinions, and conclusions were developed, and this report has been prepared, in accordance with the International Valuation Standards published by the International Valuation Standards Council.
- The under mentioned persons provided professional assistance in the compilation of this report.

**Simon M. K. Chan**  
*Executive Director*

**Hunter Z. W. He**  
*Senior Director*

**Alice H. T. Zhong**  
*Senior Analyst*



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Company Licence No.: C-030171

26 May 2026

The Board of Directors  
**Yuexiu Property Company Limited**  
26/F, Yue Xiu Building  
160 Lockhart Road, Wanchai  
Hong Kong

Dear Sirs,

In accordance with the instructions of Yuexiu Property Company Limited (the “**Company**” or the “**Client**”), we have carried out a valuation exercise which requires Jones Lang LaSalle Corporate Appraisal and Advisory Limited to express an independent opinion on the market value of 100 percent equity interest (the “**Subject**”) in Guangzhou Shengyue Industrial Park Operation Management Co., Ltd. (廣州盛越產業園區運營管理有限公司 or the “**Target Company**”) as at 31 March 2026 (the “**Valuation Date**”). The report which follows is dated 26 May 2026 (the “**Report Date**”).

## PURPOSE OF VALUATION

The purpose of this report (the “**Report**”) is for the Client’s internal reference and inclusion in its public documents.

## BASIS OF VALUE

Our valuation was carried out on a market value basis. Market value is defined as “*estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

## BASIS OF OPINION

We have conducted our valuation with reference to the International Valuation Standards issued by the International Valuation Standards Council (“**IVSC**”). We have planned and performed our valuation so as to obtain all the information and explanation which we have considered necessary in order to provide us with sufficient evidence to express our opinion of the subject asset. We believe that the valuation procedures which we have employed provide a reasonable basis for our opinion.

**BACKGROUND**

Established in 2026 and engaged in property management, Guangzhou Shengyue Industrial Park Operation Management Co., Ltd. (廣州盛越產業園區運營管理有限公司, the “**Target Company**”) is a limited liability company in the PRC and a wholly owned subsidiary of the Company.

The Target Company is the owner of portions of Yungu Industrial Park (雲谷產業園部分, or the “**Target Project**”). The Target Project comprises ten buildings (D1 to D7 and T1 to T3) which located at the southern side of Duxue Road and the northern side of Dongchong Avenue, Nansha District, Guangzhou City, Guangdong Province, the PRC. The locality of the project is a well-developed industrial and higher education institutions clustered area. It is served by public transportation with about 500 metres to Dongchong Subway Station and 5 minutes’ driving distance to Dongchong High speed Expressway interconnection and Nansha North Railway Station. As at the valuation date, portions of the property were rented to various tenants for industrial and commercial purposes, whilst the remaining portion of the property was vacant.

**BOOK VALUES OF ASSETS AND LIABILITIES**

The table below summarizes the book values of the assets and liabilities based on the financial statements of the Target Company provided by the management as at the Valuation Date.

<b>Target Company</b>	<b>Book Value (RMB)<sup>1</sup></b>
<b>Total Assets</b>	<b>731,517,656</b>
Cash and cash equivalents	4,999,900
Inventories	636,566,914
Other current assets	89,950,842
<b>Total Liabilities</b>	<b>136,801</b>
Tax payables	136,801
<b>Equity</b>	<b>731,380,855</b>

*Notes:*

1. The book values of the assets and liabilities of the Target Company were sourced from the financial statements of the Target Company as at the Valuation Date as provided by Company.

**SOURCE OF INFORMATION**

This report was compiled after consideration of all relevant information obtained from the Target Company and other public sources. Documents received include, but were not limited to:

- Background information and future business plan;
- Legal documents related to the Target Company;

- Financial statements of the Target Company; and
- Operating and market information of the Target Company.

We conducted interviews and held discussions with the management. We have relied to a considerable extent on information provided in arriving at our opinion of value. We believe that the information provided by the Target Company is reasonable and reliable. In addition, we also conducted research using various sources including government statistics and other publications.

### ASSUMPTIONS

Assumptions considered to have significant sensitivity effects in this valuation have been evaluated to provide a more accurate and reasonable basis for arriving at our assessed value. The following assumptions in determining the market value of the equity interest of the Target Company, including the value of the properties, have been made:

- In valuing the properties, our valuation has been made on the assumption that the seller sells the property interests on the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property's interests.
- We assumed the principal businesses of the Target Company and the Project Company will not change significantly in the foreseeable future.
- We assumed the Target Company and the Project Company have obtained all necessary permits, business certificates, licenses and legal approvals required for the operations of their businesses in their respective localities. Furthermore, we assumed all of these have been or will be officially obtained and renewable upon expiry.
- We assumed continuous prudent management of the Target Company and the Project Company, which is reasonable and necessary to maintain the character and integrity of the valued assets.
- We assumed that there are no hidden or unexpected conditions (such as natural disaster, war, government intervention, major change in management, etc.) associated with the valued subject that might adversely affect their reported value.
- We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

*Note:* We assume no responsibility for changes in market conditions or other external factors occurring after the Valuation.

**APPROACH AND METHODOLOGY**

In arriving at our assessed value, we have considered three generally accepted approaches, namely cost approach, market approach and income approach.

Market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparables. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for fewer subjective assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets.

Cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

Income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the asset than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar asset with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

To select the most appropriate approach, we have considered the purpose of the valuation engagement and the resulting basis of value as well as the availability and reliability of information provided to us to perform an analysis. We have also considered the relative advantages and disadvantages of each approach to the nature and circumstances of the Target Company.

Target Company is a limited liability company principally engaged in property management. The principal asset is Target Project and its value being the primary component for the equity value of Target Company.

The income approach is not suitable because there is a high degree of uncertainty regarding the future economic benefits or any ongoing business of the Target Company, and no reliable projection of economic stream available in future periods. Meanwhile, the market approach is not suitable as there are insufficient relevant comparable transactions or comparable companies with a similar structure to the Target Company to form a reliable basis for our opinion of value.

Meanwhile, the summation method under the cost approach (commonly known as “**Asset-based approach**”) is the most appropriate for the Target Company as the value of the Target Company derives mostly from its inventories, which can be individually valued. Further, as confirmed with the Company, no off-book assets with material value were identified.

Accordingly, the market value of the Target Company’s equity interest is determined by summing the market values of its inventories, and other assets, and deducting all liabilities. The market value of the principal asset was assessed by adopting discounted cash flow approach, given that the Target Project is a revenue-generating asset. For details, please refer to the Property Valuation Report. Details about the methodology on the individual assets and liabilities are presented in the following table.

<b>Assets/Liabilities</b>	<b>Valuation Approach &amp; Methodology</b>
Inventories	Based on the <i>Valuation Report of the Target Project</i> held by the Target Company issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited.
All other asset and liabilities items	With consideration of the nature of the items, the book values in the financial statements have been adopted as the market values.

#### CALCULATION OF THE MARKET VALUES OF THE TARGET COMPANY

The table below summarizes the market values of the assets and liabilities based on the financial statements of the Target Company as at the Valuation Date. Based on the summation method, the implied market value of net asset in the Target Company is approximately RMB1,085 million.

<b>The Target Company</b>	<b>Market Value (RMB)</b>
<b>Total Assets</b>	<b>1,084,950,742</b>
Cash and cash equivalents	4,999,900
Inventories	990,000,000
Other current assets	89,950,842
<b>Total Liabilities</b>	<b>136,801</b>
Tax payables	136,801
<b>Net Assets (rounded to thousand)<sup>1</sup></b>	<b>1,084,814,000</b>

*Notes:*

1. The appreciation in the market value of the equity interest in Target Company compared to its book value is primarily attributable to the increased market value of its inventories — the Target Project — whose market value has increased over its original book value because of the general rise in the property prices in the region.

**VALUATION COMMENTS**

In general, we have undertaken the necessary and appropriate valuation procedures in the valuation of the assets and liabilities of the Target Company as at the Valuation date. The methodologies adopted are generally considered being suitable with regard to the nature of the relevant assets and liabilities.

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and consideration of such matters are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Target Company and Jones Lang LaSalle Corporate Appraisal and Advisory Limited.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

This report is issued subject to our Limiting Conditions as attached.

**INDEPENDENCE DECLARATION**

We confirm that to the best of our knowledge and belief, we are independent of the Company and the Target, and have not contravened any independence requirements stipulated as per our professional memberships. Our fee is not contingent upon our conclusion of value.

**RISK FACTORS****Microeconomic and Macroeconomic Considerations**

The Subject can be directly or indirectly affected by characteristics and changing forces of supply and demand for the contributing inputs and/or the produced goods and services associated with the Subject. These forces work to impact the magnitude of the gap between inflows and outflows regarding the Subject and thus its value. Variations in the degree of competition or in barriers to entry are key drivers of changes to supply whilst consumption preferences, income levels or the availability of substitutes are key drivers of changes to demand. Macroeconomic circumstances including inflation, interest rate fluctuations and existing and forecast levels of growth in the broader economy may also have an effect on the valuation of the Subject.

**Technological Change**

Changes in the rate of advancement of technology, the propensity for any particular technology to have an effect on the Target Company and the degree to which technological advancement is impacting and will continue to impact the Target Company can disrupt its desirability, competitiveness, efficiency and/or indirectly impact the products and services considered substitutes or complements for it and thus the value of the Subject.

**Environmental Considerations**

Phenomena within the physical environment can severely impact the factors of production and demand factors within an economy for the Subject. The occurrence of natural disasters, resource depletion and variations in climate conditions may influence resource availability and prices for inputs on the supply side or may influence market access and preferences for products and services associated to the Subject from end-user demand.

On the other hand, with tightening environmental regulation as well as growing consumer preference towards sustainable materials and products, lack of green protocol to combat climate changes and natural resources depletion could exert pre-financial impact to company performance, and hence suppressing value creation over the long run.

**Social and Political Considerations**

Various political and social phenomena surrounding the Subject may change so as to affect our opinion of value. Social factors encompassing the perception and preferences of people in general may swing rendering the Subject more or less desirable and thus more or less valuable. Given an increasing awareness over fair trade and human rights, companies are expected to engage with their stakeholders more openly and transparently regarding how they address social factors, including fair pricing practices, safe working environment, health protection, diversity and inclusion, etc. Otherwise, it could be difficult to retain customers and attract human capital, which are key assets to generate investment return on a sustainable way.

**Governance Considerations**

International or nationwide policy and/or legislative changes that alter existing rights and obligations may directly or indirectly influence the Subject. More importantly, enforcing a corporate governance structure that can sustain for unforeseeable challenges, is vital to maintain financial performance and avoid contingent liabilities arising from fines imposed by regulatory authority. Without a good corporate governance and management, it could be difficult to sustain business growth with acceptable risk level, and this would in turn affect the valuation of the Subject.

**OPINION OF VALUE**

Based on the results of our investigations and analyses outlined in this report, we are of the opinion that the market value of 100 percent equity interest in Target Company as at the Valuation Date was RMB1,084,814,000. (Deferred tax liabilities that may be recognized due to the difference between book value and appraised value were not taken into consideration in this valuation.)

**LIMITING CONDITIONS**

This report and opinion of value are subject to our Limiting Conditions as included in this report.

Yours faithfully,  
for and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Simon M. K. Chan**

*Executive Director*

*Note:* Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS). He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

**LIMITING CONDITIONS**

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of the Client/Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the service agreement between JLL and the Client and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.

9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.
10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the service agreement between JLL and the Client as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.
12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client/Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.

15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.
16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.
17. The board of directors, management, staff, and representatives of the Client/Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

**VALUERS' PROFESSIONAL DECLARATION**

The following valuers certify, to the best of their knowledge and belief, that:

- Information has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers.
- The reported analyses, opinions, and conclusions are subject to the assumptions as stated in the report and based on the valuers' personal, unbiased professional analyses, opinions, and conclusions. The valuation exercise is also bounded by the limiting conditions.
- The reported analyses, opinions, and conclusions are independent and objective.
- The valuers have no present or prospective interest in the asset that is the subject of this report, and have no personal interest or bias with respect to the parties involved.

- The valuers' compensation is not contingent upon the amount of the value estimate, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The analyses, opinions, and conclusions were developed, and this report has been prepared, in accordance with the International Valuation Standards published by the International Valuation Standards Council.
- The under mentioned persons provided professional assistance in the compilation of this report.

**Simon M. K. Chan**  
*Executive Director*

**Hunter Z. W. He**  
*Senior Director*

**Alice H. T. Zhong**  
*Senior Analyst*



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Jones Lang LaSalle Corporate Appraisal and Advisory Limited  
7th Floor, One Taikoo Place  
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tel +852 2846 5000 fax +852 2169 6001  
Company Licence No.: C-030171

26 May 2026

The Board of Directors  
**Yuexiu Property Company Limited**  
26/F, Yue Xiu Building  
160 Lockhart Road, Wanchai  
Hong Kong

Dear Sirs,

In accordance with the instructions of Yuexiu Property Company Limited (the “**Company**” or the “**Client**”), we have carried out a valuation exercise which requires Jones Lang LaSalle Corporate Appraisal and Advisory Limited to express an independent opinion on the market value of 100 percent equity interest (the “**Subject**”) in Bijie Yuejia Real Estate Development Co., Ltd. (畢節越嘉房地產開發有限公司 or the “**Target Company**”) as at 31 March 2026 (the “**Valuation Date**”). The report which follows is dated 26 May 2026 (the “**Report Date**”).

## PURPOSE OF VALUATION

The purpose of this report (the “**Report**”) is for the Client’s internal reference and inclusion in its public documents.

## BASIS OF VALUE

Our valuation was carried out on a market value basis. Market value is defined as “*estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

## BASIS OF OPINION

We have conducted our valuation with reference to the International Valuation Standards issued by the International Valuation Standards Council (“**IVSC**”). We have planned and performed our valuation so as to obtain all the information and explanation which we have considered necessary in order to provide us with sufficient evidence to express our opinion of the subject asset. We believe that the valuation procedures which we have employed provide a reasonable basis for our opinion.

**BACKGROUND**

Established in 2020 and engaged in real estate development and property management, Bijie Yuejia Real Estate Development Co., Ltd. (畢節越嘉房地產開發有限公司, the “**Target Company**”) is a limited liability company in the PRC and a wholly owned subsidiary of the Company.

The Target Company is the owner of Bijie Yuexiu Marriott Fairfield Hotel (畢節越秀萬豪萬楓酒店, or the “**Target Project**”), which is located at the southern side of Huangping Road and the western side of Jinxiu Road, Dafang County, Bijie City, Guizhou Province, the PRC. The locality of the property is a well-developed scenic area with mature and sophisticated supporting facilities. The Target Project integrates 200 guest rooms, restaurants and banquet halls which was operational in 2023. As at the valuation date, Target Project was operated as a hotel.

**BOOK VALUES OF ASSETS AND LIABILITIES**

The Target Company reported a net liability as at the Valuation Date. The table below summarizes the book values of the assets and liabilities based on the financial statements of the Target Company provided by the management as at the Valuation Date.

<b>Target Company</b>	<b>Book Value (RMB)<sup>1</sup></b>
<b>Total Assets</b>	<b>259,272,004</b>
Cash and cash equivalents	10,614,173
Other receivables	1,123,700
Other current assets	17,839,771
Fixed assets	229,694,360
<b>Total Liabilities</b>	<b>259,286,495</b>
Payables	17,396,069
Tax payables	40,426
Other payables	241,850,000
<b>Net Assets/(liabilities)</b>	<b>(14,491)</b>

*Notes:*

1. The book values of the assets and liabilities of the Target Company were sourced from the financial statements of the Target Company as at the Valuation Date as provided by Company.

**SOURCE OF INFORMATION**

This report was compiled after consideration of all relevant information obtained from the Target Company and other public sources. Documents received include, but were not limited to:

- Background information and future business plan;
- Legal documents related to the Target Company;

- Financial statements of the Target Company; and
- Operating and market information of the Target Company.

We conducted interviews and held discussions with the management. We have relied to a considerable extent on information provided in arriving at our opinion of value. We believe that the information provided by the Target Company is reasonable and reliable. In addition, we also conducted research using various sources including government statistics and other publications.

### ASSUMPTIONS

Assumptions considered to have significant sensitivity effects in this valuation have been evaluated to provide a more accurate and reasonable basis for arriving at our assessed value. The following assumptions in determining the market value of the equity interest of the Target Company, including the value of the properties, have been made:

- In valuing the properties, our valuation has been made on the assumption that the seller sells the property interests on the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property's interests.
- We assumed the principal businesses of the Target Company will not change significantly in the foreseeable future.
- We assumed the Target Company have obtained all necessary permits, business certificates, licenses and legal approvals required for the operations of their businesses in their respective localities. Furthermore, we assumed all of these have been or will be officially obtained and renewable upon expiry.
- We assumed continuous prudent management of the Target Company, which is reasonable and necessary to maintain the character and integrity of the valued assets.
- We assumed that there are no hidden or unexpected conditions (such as natural disaster, war, government intervention, major change in management, etc.) associated with the valued subject that might adversely affect their reported value.
- We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

*Note:* We assume no responsibility for changes in market conditions or other external factors occurring after the Valuation.

**APPROACH AND METHODOLOGY**

In arriving at our assessed value, we have considered three generally accepted approaches, namely cost approach, market approach and income approach.

Market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparables. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for fewer subjective assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets.

Cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

Income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the asset than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar asset with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

To select the most appropriate approach, we have considered the purpose of the valuation engagement and the resulting basis of value as well as the availability and reliability of information provided to us to perform an analysis. We have also considered the relative advantages and disadvantages of each approach to the nature and circumstances of the Target Company.

Target Company is a limited liability company principally engaged in real estate development and property management. The principal asset is Target Project and its value being the primary component for the equity value of Target Company.

The income approach is not suitable because there is a high degree of uncertainty regarding the future economic benefits or any ongoing business of the Target Company, and no reliable projection of economic stream available in future periods. Meanwhile, the market approach is not suitable as there are insufficient relevant comparable transactions or comparable companies with a similar structure to the Target Company to form a reliable basis for our opinion of value.

Meanwhile, the summation method under the cost approach (commonly known as “**Asset-based approach**”) is the most appropriate for the Target Company as the value of the Target Company derives mostly from its fix assets, which can be individually valued. Further, as confirmed with the Company, no off-book assets with material value were identified.

Accordingly, the market value of the Target Company’s equity interest is determined by summing the market values of its fix assets, and other assets, and deducting all liabilities. The market value of the principal asset was assessed by adopting discounted cash flow approach, given that the Target Project is a revenue-generating asset. For details, please refer to the Property Valuation Report. Details about the methodology on the individual assets and liabilities are presented in the following table.

<b>Assets/Liabilities</b>	<b>Valuation Approach &amp; Methodology</b>
Fixed assets	Based on the <i>Valuation Report of the Target Project of Bijie Yuexiu Marriott Fairfield Hotel</i> held by the Target Company issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited.
All other asset and liabilities items	With consideration of the nature of the items, the book values in the financial statements have been adopted as the market values.

#### CALCULATION OF THE MARKET VALUES OF THE TARGET COMPANY

The table below summarizes the market values of the assets and liabilities based on the financial statements of the Target Company as at the Valuation Date. Based on the summation method, the implied market value of net liability in the Target Company is approximately RMB4 million.

<b>Target Company</b>	<b>Market Value (RMB)</b>
<b>Total Assets</b>	<b>255,277,644</b>
Cash and cash equivalents	10,614,173
Other receivables	1,123,700
Other current assets	17,839,771
Fixed assets	225,700,000
<b>Total Liabilities</b>	<b>259,286,495</b>
Payables	17,396,069
Tax payables	40,426
Other payables	241,850,000
<b>Net Assets (rounded to thousand)<sup>1</sup></b>	<b>(4,009,000)</b>
<b>Market value of 100% Equity Interest</b>	<b>Nominal</b>

*Notes:*

1. The depreciation in the market value of the equity interest in Target Company compared to its book value is primarily attributable to the decreased market value of its fixed assets.

**VALUATION COMMENTS**

In general, we have undertaken the necessary and appropriate valuation procedures in the valuation of the assets and liabilities of the Target Company as at the Valuation date. The methodologies adopted are generally considered being suitable with regard to the nature of the relevant assets and liabilities.

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and consideration of such matters are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Target Company and Jones Lang LaSalle Corporate Appraisal and Advisory Limited.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

This report is issued subject to our Limiting Conditions as attached.

**INDEPENDENCE DECLARATION**

We confirm that to the best of our knowledge and belief, we are independent of the Company and the Target, and have not contravened any independence requirements stipulated as per our professional memberships. Our fee is not contingent upon our conclusion of value.

**RISK FACTORS****Microeconomic and Macroeconomic Considerations**

The Subject can be directly or indirectly affected by characteristics and changing forces of supply and demand for the contributing inputs and/or the produced goods and services associated with the Subject. These forces work to impact the magnitude of the gap between inflows and outflows regarding the Subject and thus its value. Variations in the degree of competition or in barriers to entry are key drivers of changes to supply whilst consumption preferences, income levels or the availability of substitutes are key drivers of changes to demand. Macroeconomic circumstances including inflation, interest rate fluctuations and existing and forecast levels of growth in the broader economy may also have an effect on the valuation of the Subject.

**Technological Change**

Changes in the rate of advancement of technology, the propensity for any particular technology to have an effect on the Target Company and the degree to which technological advancement is impacting and will continue to impact the Target Company can disrupt its desirability, competitiveness, efficiency and/or indirectly impact the products and services considered substitutes or complements for it and thus the value of the Subject.

**Environmental Considerations**

Phenomena within the physical environment can severely impact the factors of production and demand factors within an economy for the Subject. The occurrence of natural disasters, resource depletion and variations in climate conditions may influence resource availability and prices for inputs on the supply side or may influence market access and preferences for products and services associated to the Subject from end-user demand.

On the other hand, with tightening environmental regulation as well as growing consumer preference towards sustainable materials and products, lack of green protocol to combat climate changes and natural resources depletion could exert pre-financial impact to company performance, and hence suppressing value creation over the long run.

**Social and Political Considerations**

Various political and social phenomena surrounding the Subject may change so as to affect our opinion of value. Social factors encompassing the perception and preferences of people in general may swing rendering the Subject more or less desirable and thus more or less valuable. Given an increasing awareness over fair trade and human rights, companies are expected to engage with their stakeholders more openly and transparently regarding how they address social factors, including fair pricing practices, safe working environment, health protection, diversity and inclusion, etc. Otherwise, it could be difficult to retain customers and attract human capital, which are key assets to generate investment return on a sustainable way.

**Governance Considerations**

International or nationwide policy and/or legislative changes that alter existing rights and obligations may directly or indirectly influence the Subject. More importantly, enforcing a corporate governance structure that can sustain for unforeseeable challenges, is vital to maintain financial performance and avoid contingent liabilities arising from fines imposed by regulatory authority. Without a good corporate governance and management, it could be difficult to sustain business growth with acceptable risk level, and this would in turn affect the valuation of the Subject.

**OPINION OF VALUE**

Based on the results of our investigations and analyses outlined in this report, we are of the opinion that the market value of 100 percent equity interest in the Target Company as at the Valuation Date was reasonably estimated at: Nominal. (Deferred tax liabilities that may be recognized due to the difference between book value and appraised value were not taken into consideration in this valuation.)

**LIMITING CONDITIONS**

This report and opinion of value are subject to our Limiting Conditions as included in this report.

Yours faithfully,

for and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Simon M. K. Chan**

*Executive Director*

*Note:* Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS). He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

**LIMITING CONDITIONS**

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of the Client/Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the service agreement between JLL and the Client and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.

9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.
10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the service agreement between JLL and the Client as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.
12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client/Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.

15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.
16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.
17. The board of directors, management, staff, and representatives of the Client/Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

#### **VALUERS' PROFESSIONAL DECLARATION**

The following valuers certify, to the best of their knowledge and belief, that:

- Information has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers.
- The reported analyses, opinions, and conclusions are subject to the assumptions as stated in the report and based on the valuers' personal, unbiased professional analyses, opinions, and conclusions. The valuation exercise is also bounded by the limiting conditions.
- The reported analyses, opinions, and conclusions are independent and objective.
- The valuers have no present or prospective interest in the asset that is the subject of this report, and have no personal interest or bias with respect to the parties involved.

- The valuers' compensation is not contingent upon the amount of the value estimate, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The analyses, opinions, and conclusions were developed, and this report has been prepared, in accordance with the International Valuation Standards published by the International Valuation Standards Council.
- The under mentioned persons provided professional assistance in the compilation of this report.

**Simon M. K. Chan**  
*Executive Director*

**Hunter Z. W. He**  
*Senior Director*

**Alice H. T. Zhong**  
*Senior Analyst*



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Company Licence No.: C-030171

26 May 2026

The Board of Directors  
**Yuexiu Property Company Limited**  
26/F, Yue Xiu Building  
160 Lockhart Road, Wan Chai  
Hong Kong

Dear Sirs,

In accordance with the instructions of Yuexiu Property Company Limited (the “**Company**” or the “**Client**”), we have carried out a valuation exercise which requires Jones Lang LaSalle Corporate Appraisal and Advisory Limited to express an independent opinion on the market value of 100 percent equity interest (the “**Subject**”) in Guangzhou Yuexiu Community Home Care Service Co., Ltd. (廣州越秀社區居家養老服務有限公司 or the “**Target Company**”) as at 31 March 2026 (the “**Valuation Date**”). The report which follows is dated 26 May 2026 (the “**Report Date**”).

## PURPOSE OF VALUATION

The purpose of this valuation is for the Client’s internal reference and inclusion in its public documents.

## BASIS OF VALUE

Our valuation was carried out on a market value basis. Market value is defined as “*estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

## BASIS OF OPINION

We have conducted our valuation with reference to the International Valuation Standards issued by the International Valuation Standards Council (“**IVSC**”). We have planned and performed our valuation so as to obtain all the information and explanation which we have considered necessary in order to provide us with sufficient evidence to express our opinion of the subject asset. We believe that the valuation procedures which we have employed provide a reasonable basis for our opinion.

## BACKGROUND

Guangzhou Yuexiu Community Home Care Service Co., Ltd. (廣州越秀社區居家養老服務有限公司 or the “**Target Company**”) is a limited liability company incorporated in the PRC, which is principally engaged in institutional elderly care services, community embedded services, home-based care, and related extended businesses.

Key data on the financial performance of the Target Company is set out as below:

<b>Target Company</b> <b>(Amounts in RMB'000)</b>	<b>Year Ending</b> <b>31 December</b> <b>2024</b>	<b>Year Ending</b> <b>31 December</b> <b>2025</b>	<b>12-month</b> <b>Period</b> <b>Ending 31</b> <b>March 2026</b>
Revenue	10,314	14,888	15,896
<i>Business segment — Elderly Service</i>	309	4,464	5,546
<i>Business segment — Property Leasing</i>	10,004	10,424	10,349
Net Operating income (NOI)	92	(1,424)	(1,003)
NOI of Elderly Service	(519)	(3,169)	(2,576)

In 2021, the Target Company entered into a lease agreement for a property in Guangzhou (named as “華南大廈” and referred to as the “**Right-of-use Asset for Sublease**”), with the primary objective of renovating and repurposing it as a senior living apartment for elderly care services. According to the Client, due to the change of local policies in 2023, the Right-of-use Asset for Sublease could no longer be converted into a senior care apartment. Consequently, the Target Company began subleasing it to third-party tenants, thereby generating rental income as an alternative revenue stream since 2023. As at the Valuation Date, the Right-of-use Asset for Sublease was rented to various tenants as office premises.

Excluding the profits derived from the Right-of-use Asset for Sublease, the Target Company recorded negative net operating income for the years ending 31 December 2024 and 2025, as well as the 12-month period ending 31 March 2026.

**BOOK VALUES OF ASSETS AND LIABILITIES**

The Target Company reported a net liability as at the Valuation Date. The table below summarizes the book values of the assets and liabilities based on the financial statements of the Target Company as at the Valuation Date.

<b>Target Company</b>	<b>Book Value (RMB)<sup>1</sup></b>
<b>Total Assets</b>	<b>58,981,786</b>
Cash and cash equivalents	738,496
Prepayments, Trade and Other receivables	10,931,896
Other current assets	96,691
Fixed assets	43,439
Right-of-use assets and Long-term amortized expenses	44,227,377
(1) <i>the Right-of-use Asset for Sublease</i>	43,919,692
(2) <i>leasehold property for self use</i>	307,685
Deferred tax assets	2,943,887
<b>Total Liabilities</b>	<b>75,361,518</b>
Received in advance and Contract liabilities	939,260
Payroll and Tax payables	2,280,892
Other payable	20,774,661
Lease liabilities	51,366,705
<b>Net assets/(liabilities)</b>	<b>(16,379,732)</b>

*Notes:*

1. The book values of the assets and liabilities were sourced from the financial statements of the Target Company as at the Valuation Date as provided by the Company.

**SOURCE OF INFORMATION**

This report was compiled after consideration of all relevant information obtained from the Company and other public sources. Documents received include, but were not limited to:

- Background information and future business plan;
- Legal documents related to the Target Company;
- Financial statements of the Target Company; and
- Operating and market information of the Target Company.

We conducted interviews and held discussions with the management. We have relied to a considerable extent on information provided in arriving at our opinion of value. We believe that the information provided by the Company is reasonable and reliable. In addition, we also conducted research using various sources including government statistics and other publications.

**ASSUMPTIONS**

Assumptions considered to have significant sensitivity effects in this valuation have been evaluated to provide a more accurate and reasonable basis for arriving at our assessed value. The following assumptions in determining the market value of the equity interest have been made:

- We assumed the principal businesses of the Target Company will not change significantly in the foreseeable future.
- We assumed the Target Company have obtained all necessary permits, business certificates, licenses and legal approvals required for the operations of their businesses in their respective localities. Furthermore, we assumed all of these have been or will be officially obtained and renewable upon expiry.
- We assumed continuous prudent management of the Target Company, which is reasonable and necessary to maintain the character and integrity of the valued assets.
- We assumed that there are no hidden or unexpected conditions (such as natural disaster, war, government intervention, major change in management, etc.) associated with the valued subject that might adversely affect their reported value.
- We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

*Note:* We assume no responsibility for changes in market conditions or other external factors occurring after the Valuation.

**APPROACH AND METHODOLOGY**

In arriving at our assessed value, we have considered three generally accepted approaches, namely cost approach, market approach and income approach.

Market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparables. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for fewer subjective assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets.

Cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

Income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the asset than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar asset with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

To select the most appropriate approach, we have considered the purpose of the valuation engagement and the resulting basis of value as well as the availability and reliability of information provided to us to perform an analysis. We have also considered the relative advantages and disadvantages of each approach to the nature and circumstances of the Target Company.

The Target Company is a limited liability company principally engaged in elderly home care industry. As at the Valuation Date, it reported a net liability of RMB16.4 million, driven mainly by high leverage (total liabilities: RMB75.4 million) and limited operating scale.

The income approach is not suitable because of a lack of recent track record of profitability (net operating loss of the business segment of elderly service for years 2024, 2025 and the 12-month period ending 31 March 2026) and thus the unavailability of substantial objective supporting data for financial projection. Meanwhile, the market approach is not suitable as there are insufficient relevant comparable transactions or comparable companies with a similar operating portfolio to form a reliable basis for our opinion of value.

In contrast, the summation method under the cost approach (commonly known as the “**Asset-based approach**”) is the most appropriate for the Target Company as the values of its assets and liabilities can be individually assessed. Further, as confirmed with the Company, no off-book assets with material value were identified.

Accordingly, the market value of the Target Company's equity interest is determined by summing the market values of component assets and deducting component liabilities. The market value of the Right-of-use Asset for Sublease was assessed by adopting the income approach, given it generates the majority of the Target Company's revenue. Details about the methodology on the individual assets and liabilities are presented in the following table.

<b>Assets/Liabilities</b>	<b>Valuation Approach &amp; Methodology</b>
Right-of-use assets; long-term amortized expenses	<p>(1) Right-of-use Asset for Sublease</p> <p>As advised by the Company, the entire amount of long-term amortized expenses at RMB4.04 million refer to the leasehold improvement at the Right-of-use Asset for Sublease. The market value of this item is included as part of the market value of the Right-of-use Asset for Sublease.</p> <p>Pursuant to tenancy agreements provided to us, the Right-of-use Asset for Sublease was rented to various tenants for office purposes with expiry date on 14 January 2033. In our valuation, we have considered the actual rents in the existing tenancy agreements and compared with similar developments which are located in the similar areas. The market value of the Right-of-use Asset for Sublease was assessed by adopting discounted cash flow method under the income approach by considering its current rent passing.</p> <p>(2) Leasehold property for self use</p> <p>As at the Valuation Date, the remaining portion of the right of use assets referred to a leasehold property operated as a elderly service center, named 白雲區綜合養老服務中心, by the Target Company. We have checked and reviewed against the relevant information, including but not limited to the location, lease tenures and monthly rents. Based on the above analysis, its net book value is considered to be approximate the market value as of the Valuation Date.</p>
All other asset and liabilities items	With consideration of the nature of the items, the book values in the financial statements have been adopted as the market values.

## CALCULATION OF THE MARKET VALUES OF THE TARGET COMPANY

The table below summarizes the market values of the assets and liabilities based on the financial statements of the Target Company as at the Valuation Date. Based on the summation method, the implied market value of net liability in the Target Company is approximately RMB0.8 million.

<b>Target Company</b>	<b>Market Value (RMB)</b>
<b>Total Assets</b>	<b>74,562,094</b>
Cash and cash equivalents	738,496
Prepayments, Trade and Other receivables	10,931,896
Other current assets	96,691
Fixed assets	43,439
Right-of-use assets and Long-term amortized expenses	59,807,685
(1) <i>the Right-of-use Asset for Sublease</i>	59,500,000
(2) <i>leasehold property for self use</i>	307,685
Deferred tax assets	2,943,887
<b>Total Liabilities</b>	<b>75,361,518</b>
Received in advance and Contract liabilities	939,260
Payroll and Tax payables	2,280,892
Other payable	20,774,661
Lease liabilities	51,366,705
<b>Net assets/(liabilities)<sup>1</sup></b>	<b>(799,423)</b>
<b>Market value of 100% Equity Interest</b>	<b>Nominal</b>

*Notes:*

1. The appreciation in the market value of the equity interest in Target Company compared to its book value is primarily attributable to the appreciation of the Right-of-use Asset for Sublease over its book value. The appreciation of the Right-of-use Asset for Sublease was mainly due to the consideration of the profit generated by full sublease of the Right-of-use Asset for Sublease with long-term contracts at high rental rates.

## VALUATION COMMENTS

In general, we have undertaken the necessary and appropriate valuation procedures in the valuation of the Subject as at the Valuation Date. The methodologies adopted are generally considered being suitable with regard to the nature of the relevant assets and liabilities.

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and consideration of such matters are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Company, the Target Company, and Jones Lang LaSalle Corporate Appraisal and Advisory Limited.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

This report is issued subject to our Limiting Conditions as attached.

### **INDEPENDENCE DECLARATION**

We confirm that to the best of our knowledge and belief, we are independent of the Company and the Target, and have not contravened any independence requirements stipulated as per our professional memberships. Our fee is not contingent upon our conclusion of value.

### **RISK FACTORS**

#### **Microeconomic and Macroeconomic Considerations**

The Subject can be directly or indirectly affected by characteristics and changing forces of supply and demand for the contributing inputs and/or the produced goods and services associated with the Subject. These forces work to impact the magnitude of the gap between inflows and outflows regarding the Subject and thus its value. Variations in the degree of competition or in barriers to entry are key drivers of changes to supply whilst consumption preferences, income levels or the availability of substitutes are key drivers of changes to demand. Macroeconomic circumstances including inflation, interest rate fluctuations and existing and forecast levels of growth in the broader economy may also have an effect on the valuation of the Subject.

#### **Technological Change**

Changes in the rate of advancement of technology, the propensity for any particular technology to have an effect on the Target Company and the degree to which technological advancement is impacting and will continue to impact the Target Company can disrupt its desirability, competitiveness, efficiency and/or indirectly impact the products and services considered substitutes or complements for it and thus the value of the Subject.

#### **Environmental Considerations**

Phenomena within the physical environment can severely impact the factors of production and demand factors within an economy for the Subject. The occurrence of natural disasters, resource depletion and variations in climate conditions may influence resource availability and prices for inputs on the supply side or may influence market access and preferences for products and services associated to the Subject from end-user demand.

On the other hand, with tightening environmental regulation as well as growing consumer preference towards sustainable materials and products, lack of green protocol to combat climate changes and natural resources depletion could exert pre-financial impact to company performance, and hence suppressing value creation over the long run.

**Social and Political Considerations**

Various political and social phenomena surrounding the Subject may change so as to affect our opinion of value. Social factors encompassing the perception and preferences of people in general may swing rendering the Subject more or less desirable and thus more or less valuable. Given an increasing awareness over fair trade and human rights, companies are expected to engage with their stakeholders more openly and transparently regarding how they address social factors, including fair pricing practices, safe working environment, health protection, diversity and inclusion, etc. Otherwise, it could be difficult to retain customers and attract human capital, which are key assets to generate investment return on a sustainable way.

**Governance Considerations**

International or nationwide policy and/or legislative changes that alter existing rights and obligations may directly or indirectly influence the Subject. More importantly, enforcing a corporate governance structure that can sustain for unforeseeable challenges, is vital to maintain financial performance and avoid contingent liabilities arising from fines imposed by regulatory authority. Without a good corporate governance and management, it could be difficult to sustain business growth with acceptable risk level, and this would in turn affect the valuation of the Subject.

**OPINION OF VALUE**

Based on the results of our investigations and analyses outlined in this report, we are of the opinion that the market value of 100 percent equity interest in the Target Company as at the Valuation Date was reasonably estimated at: Nominal. (Deferred tax liabilities that may be recognized due to the difference between book value and appraised value were not taken into consideration in this valuation.)

**LIMITING CONDITIONS**

This report and opinion of value are subject to our Limiting Conditions as included in this report.

Yours faithfully,  
for and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Simon M. K. Chan**

*Executive Director*

*Note:* Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS). He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

**LIMITING CONDITIONS**

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of the Client/Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the service agreement between JLL and the Client and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.

9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.
10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the service agreement between JLL and the Client as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.
12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client/Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.

15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.
16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.
17. The board of directors, management, staff, and representatives of the Client/Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

#### **VALUERS' PROFESSIONAL DECLARATION**

The following valuers certify, to the best of their knowledge and belief, that:

- Information has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers.
- The reported analyses, opinions, and conclusions are subject to the assumptions as stated in the report and based on the valuers' personal, unbiased professional analyses, opinions, and conclusions. The valuation exercise is also bounded by the limiting conditions.
- The reported analyses, opinions, and conclusions are independent and objective.
- The valuers have no present or prospective interest in the asset that is the subject of this report, and have no personal interest or bias with respect to the parties involved.

- The valuers' compensation is not contingent upon the amount of the value estimate, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The analyses, opinions, and conclusions were developed, and this report has been prepared, in accordance with the International Valuation Standards published by the International Valuation Standards Council.
- The under mentioned persons provided professional assistance in the compilation of this report.

**Simon M. K. Chan**  
*Executive Director*

**Hunter Z. W. He**  
*Senior Director*

**Alice H. T. Zhong**  
*Senior Analyst*



仲量聯行

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Company Licence No.: C-030171

26 May 2026

The Board of Directors  
**Yuexiu Property Company Limited**  
26/F, Yue Xiu Building  
160 Lockhart Road, Wan Chai  
Hong Kong

Dear Sirs,

In accordance with the instructions of Yuexiu Property Company Limited (the “**Company**” or the “**Client**”), we have carried out a valuation exercise which requires Jones Lang LaSalle Corporate Appraisal and Advisory Limited to express an independent opinion on the market value of 100 percent equity interest (the “**Subject**”) in Guangzhou Yuexiu Kangyang Industry Investment Holding Co., Ltd. (廣州越秀康養產業投資控股有限公司 or the “**Target Company**”) as at 31 March 2026 (the “**Valuation Date**”). The report which follows is dated 26 May 2026 (the “**Report Date**”).

## PURPOSE OF VALUATION

The purpose of this report (the “**Report**”) is for the Client’s internal reference and inclusion in its public documents.

## BASIS OF VALUE

Our valuation was carried out on a market value basis. Market value is defined as “*estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

## BASIS OF OPINION

We have conducted our valuation with reference to the International Valuation Standards issued by the International Valuation Standards Council (“**IVSC**”). We have planned and performed our valuation so as to obtain all the information and explanation which we have considered necessary in order to provide us with sufficient evidence to express our opinion of the subject asset. We believe that the valuation procedures which we have employed provide a reasonable basis for our opinion.

## BACKGROUND

### The Target Company

Guangzhou Yuexiu Kangyang Industry Investment Holding Co., Ltd. (廣州越秀康養產業投資控股有限公司 or the “**Target Company**”) is an investment holding company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company. The Target Company is principally engaged in investment, operation and management of healthcare, nursing and elderly care industry by holding three equity investments (the “**Investments**”):

- i. 51% equity interests in Guangzhou Yunxiu Health Investment Co., Ltd. (廣州雲秀健康投資有限公司 or “**Guangzhou Yunxiu**”),
- ii. 51% equity interests in Shenzhen Yinxing Modern Elderly Care Service Co., Ltd. (深圳市銀幸現代養老服務有限公司 or “**Shenzhen Yinxing**”), and
- iii. 55% equity interests in Guangzhou Yuexiu Health Care Investment Partnership Enterprise (Limited Partnership) (廣州越秀康養投資合夥企業(有限合夥) or “**GYHCPE(LP)**”).

The Target Company and the Investments provide elderly care services across institutional elderly care, community-embedded services, and home-based care.

### Guangzhou Yunxiu

Guangzhou Yunxiu is an investment holding company in Guangzhou, and an unconsolidated joint venture of the Target Company. Guangzhou Yunxiu focuses on investment management, operation support and resource integration across the health and elderly care industry chain, with business scope covering hospital management, elderly care services, property management, catering management, and health consulting services.

### Shenzhen Yinxing

Shenzhen Yinxing is a professional elderly care service provider registered in Shenzhen, and an unconsolidated joint venture of the Target Company. Specializing in elderly care service operation and management, Shenzhen Yinxing operates multiple elderly care institutions and community service stations in the Guangdong-Hong Kong-Macao Greater Bay Area.

**GYHCPE(LP)**

GYHCPE(LP) is a limited partnership enterprise established in the PRC, with the Target Company serving as its general partner and holding a majority stake. As an investment platform, GYHCPE(LP) focuses on the health and elderly care industry. It holds 99.63% equity interest in Guangzhou Yuexiu Chuangda No.13 Industrial Investment Partnership Enterprise (Limited Partnership) (廣州越秀創達十三號實業投資合夥企業(有限合夥) or the “**GYCD13-PE(LP)**”) which is an investment holding vehicle holding 51.76% equity interest in Wuxi Langgao Elderly Service Group Co., Ltd. (“**Wuxi Langgao**”).

Wuxi Langgao is listed on the National Equities Exchange and Quotations (“**NEEQ**”) with stock code 839367. It is principally engaged in providing comprehensive elderly care services including daily living assistance, medical nursing, rehabilitation care, and spiritual comfort, as well as investment, operation and management of elderly care industry projects.

Key data on the financial performance of the Target Company and the Investments is set out as below:

<b>Target Company</b> <b>(Amounts in RMB'000)</b>	<b>Year Ending</b> <b>31 December</b> <b>2024</b>	<b>Year Ending</b> <b>31 December</b> <b>2025</b>	<b>12-month</b> <b>Period</b> <b>Ending 31</b> <b>March 2026</b>
Revenue	101,970	145,155	161,044
Net operating income	(90,744)	(38,269)	(21,533)
<b>Guangzhou Yunxiu</b> <b>(Amounts in RMB'000)</b>	<b>Year Ending</b> <b>31 December</b> <b>2024</b>	<b>Year Ending</b> <b>31 December</b> <b>2025</b>	<b>12-month</b> <b>Period</b> <b>Ending 31</b> <b>March 2026</b>
Revenue	4,844	25,320	33,929
Net operating income	(44,276)	(39,829)	(33,636)
<b>Shenzhen Yinxing</b> <b>(Amounts in RMB'000)</b>	<b>Year Ending</b> <b>31 December</b> <b>2024</b>	<b>Year Ending</b> <b>31 December</b> <b>2025</b>	<b>12-month</b> <b>Period</b> <b>Ending 31</b> <b>March 2026</b>
Revenue	123,764	135,675	137,073
Net operating income	(6,081)	(2,772)	(3,723)

GYHCPE(LP) (Amounts in RMB'000)	Year Ending 31 December 2024	Year Ending 31 December 2025	12-month Period Ending 31 March 2026
Revenue	(0)	(0)	N/A
Net operating income	(3,950)	(3,574)	N/A

The Target Company, Guangzhou Yunxiu and Shenzhen Yinxing all recorded negative net operating income for the years ending 31 December 2024 and 2025, as well as the 12-month period ending 31 March 2026. As an investment platform, GYHCPE(LP) does not directly participate in project operations or revenue generation, therefore it has no operating revenue.

#### **Proposed acquisition of intangible assets**

As at the Valuation Date, a portfolio of intangible assets (the “**Intangible Assets**”) comprising a suite of software applications specifically developed to support the daily operations of the Target Company are held by a subsidiary of the Company named Guangzhou Yuechuang Zhishu Information Technology Co., Ltd. (the “**Yuechuang Zhishu**”). Yuechuang Zhishu and the Target Company are proposing to transfer the entire beneficial ownership of the Intangible Assets from Yuechuang Zhishu to the Target Company at a total consideration of RMB9.08 million comprising (i) a transfer price of RMB8.57 million; and (ii) value-added tax (“**VAT**”) of RMB0.51 million. The market value of the Intangible Assets as assessed in our separate valuation report, also included in this circular, is approximately RMB8.49 million.

As advised by the Company, the Target Company shall pay the total consideration for the Intangible Asset Transfer in cash out of its existing internal resources and the transfer is expected to complete before the completion of the disposal of the Target Company.

## BOOK VALUES OF ASSETS AND LIABILITIES

The Target Company, Guangzhou Yunxiu and Shenzhen Yinxing reported a net liability as at the Valuation Date, while GYHCPE(LP) carried a net asset position. The table below summarizes the book values of the assets and liabilities based on the consolidated financial statements of the Target Company and the Investments as at the Valuation Date.

<b>The Target Company</b>	<b>Book Value (RMB)<sup>1</sup></b>
<b>Total assets</b>	<b>906,453,895</b>
Cash and cash equivalents	74,752,735
Prepayments, trade and other receivables	27,766,397
Inventories	2,328,181
Other current assets	1,947,067
Long-term investments <sup>2</sup>	144,438,281
Fixed assets	14,255,113
Construction in progress	2,196,236
Right-of-use assets	344,274,418
Intangible assets	24,876,762
Long-term amortized expenses	269,598,833
Deferred tax assets	19,874
<b>Total liabilities</b>	<b>1,005,996,383</b>
Short-term debts	54,429,827
Trade, payroll and tax payables	78,365,263
Received in advance and Contract liabilities	11,590,234
Other payable	425,366,144
Long-term debts	87,031,400
Lease liabilities	347,843,425
Deferred revenue	1,370,090
<b>Net assets/(liabilities)</b>	<b>(99,542,488)</b>
Less: Non-controlling interests <sup>3</sup>	9,141,381
<b>Net assets/(liabilities) to equity owners:</b>	<b>(108,683,869)</b>

*Notes:*

1. The book values of the assets and liabilities of the Target Company were sourced from the consolidated financial statements of the Target Company as at the Valuation Date as provided by Company.
2. Being 51% equity interests in Guangzhou Yunxiu, 51% equity interests in Shenzhen Yinxing and 55% equity interests in GYHCPE(LP).
3. Represents 30% equity interest in Guangzhou Yuexiu Haiyiyuan Health and Elderly Care Service Co., Ltd. and 2% equity interest in Guangzhou Jingyi Investment Development Co., Ltd.

The Investments	Guangzhou Yunxiu Book Value (RMB) <sup>1</sup>	Shenzhen Yinxing Book Value (RMB) <sup>1</sup>	GYHCPE(LP) Book Value (RMB) <sup>1</sup>
<b>Total Assets</b>	<b>598,707,936</b>	<b>377,243,820</b>	<b>264,089,241</b>
Cash and cash equivalents	20,195,698	9,271,469	2,972
Prepayments, trade and other receivables	14,769,418	31,924,023	
Inventories	394,930	1,818,304	
Financial assets at fair value through profit or loss <sup>2</sup>			264,086,269
Fixed assets	1,440,926	6,271,627	
Construction in progress		770,289	
Right-of-use assets	145,037,157	220,300,371	
Intangible assets		2,384,971	
Goodwill		15,227,978	
Long-term amortized expenses	377,699,878	29,381,847	
Deferred tax assets	39,169,929	59,892,940	
<b>Total Liabilities</b>	<b>627,800,663</b>	<b>413,132,976</b>	<b>4,516,933</b>
Short-term debts	12,000,000	45,000,000	
Trade, payroll and tax payables	29,316,258	18,637,955	4,514,533
Received in advance and contract liabilities	89,080,567	11,122,677	
Other payable	28,292,357	30,611,079	2,400
Long-term debts	275,416,046	8,733,000	
Lease liabilities	156,079,813	242,338,547	
Deferred tax liabilities	37,615,622	56,689,718	
<b>Net assets/(liabilities)</b>	<b>(29,092,727)</b>	<b>(35,889,157)</b>	<b>259,572,308</b>
Less: Non-controlling interests <sup>3</sup>	—	(164,506)	—
<b>Net assets/(liabilities) to equity owners:</b>	<b>(29,092,727)</b>	<b>(35,724,651)</b>	<b>259,572,308</b>

*Notes:*

1. The book values of the assets and liabilities were sourced from the financial statements of each of the Investment as at the Valuation Date as provided by the Company.
2. Being 51.57% equity interest in Wuxi Langgao.
3. The Non-controlling interest of Shenzhen Yinxing represents 49% equity interest in Shenzhen Tu'ao Decoration Design Co., Ltd., 40% equity interest in Guangzhou Yinxing Care Service Co., Ltd. and 40% equity interest in Guangzhou Yinrui Rehabilitation Care Hospital Co., Ltd.

**SOURCE OF INFORMATION**

This report was compiled after consideration of all relevant information obtained from the Company and other public sources. Documents received include, but were not limited to:

- Background information of the Target Company and the Investments;
- Legal documents related to the Target Company and the Investments;
- Financial statements of the Target Company and the Investments; and
- Operating and market information of the Target Company and the Investments.

We conducted interviews and held discussions with the management of the Company. We have relied to a considerable extent on information provided in arriving at our opinion of value. We believe that the information provided by the Company is reasonable and reliable. In addition, we also conducted research using various sources including government statistics and other publications.

**ASSUMPTIONS**

Assumptions considered to have significant sensitivity effects in this valuation have been evaluated to provide a more accurate and reasonable basis for arriving at our assessed value. The following assumptions in determining the market value of the equity interest have been made:

- We assumed the principal businesses of the Target Company and the Investments will not change significantly in the foreseeable future.
- We assumed the Target Company and the Investments have obtained all necessary permits, business certificates, licenses and legal approvals required for the operations of their businesses in their respective localities. Furthermore, we assumed all of these have been or will be officially obtained and renewable upon expiry.
- We assumed continuous prudent management of the Target Company and the Investments, which is reasonable and necessary to maintain the character and integrity of the valued assets.
- We assumed that there are no hidden or unexpected conditions (such as natural disaster, war, government intervention, major change in management, etc.) associated with the valued subject that might adversely affect their reported value.

- We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

*Note:* We assume no responsibility for changes in market conditions or other external factors occurring after the Valuation Date.

## **APPROACH AND METHODOLOGY**

In arriving at our assessed value, we have considered three generally accepted approaches, namely cost approach, market approach and income approach.

Market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparables. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for fewer subjective assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets.

Cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

Income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the asset than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar asset with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

To select the most appropriate approach, we have considered the purpose of the valuation engagement and the resulting basis of value as well as the availability and reliability of information provided to us to perform an analysis. We have also considered the relative advantages and disadvantages of each approach to the nature and circumstances of each of the Target Company and the Investments.

### The Target Company

The Target Company is primarily an investment holding company engaged in strategic planning, capital allocation and management support across the healthcare and elderly care sector. As at the Valuation Date, it reported a consolidated net liability of RMB108.7 million, driven mainly by high leverage (total liabilities: RMB1,006.0 million) and limited operating scale.

The income approach is not suitable because of a lack of recent track record of profitability (net operating loss for years 2024, 2025 and the 12-month period ending 31 March 2026) and thus the unavailability of substantial objective supporting data for financial projection. Meanwhile, the market approach is not suitable as there are insufficient relevant comparable transactions or comparable companies with a similar structure to the Target Company, holding non-controlling stakes in unlisted joint ventures and a majority GP interest in an LP.

In contrast, the summation method under the cost approach (commonly known as the “**Asset-based approach**”) is the most appropriate for the Target Company as the value of the Target Company derives mostly from its investments, which can be individually valued. Further, as confirmed with the Company, no off-book assets with material value were identified.

Accordingly, the market value of the Target Company’s equity interest is determined by summing the market values of its investments and other assets, and deducting all liabilities and non-controlling interests. Details about the methodology on the individual assets and liabilities are presented in the following table:

<b>Assets/Liabilities</b>	<b>Valuation Approach &amp; Methodology</b>
Long-term investment	Being 51% equity interests in Guangzhou Yunxiu, 51% equity interests in Shenzhen Yinxing and 55% equity interests in GYHCPE(LP). Their valuation approach and methodology are discussed in the following paragraphs.
All other asset and liabilities items	With consideration of the nature of the items, the book values in the consolidated financial statements have been adopted as the market values.

**Guangzhou Yunxiu and Shenzhen Yinxing**

The Target Company holds 51% equity interests in each of Guangzhou Yunxiu and Shenzhen Yinxing. Both entities operate within the healthcare and elderly care sector and have not demonstrated a consistent and sustainable level of profitability compared to their respective debts and liabilities in recent financial periods.

Given the lack of reliable long-term financial projections, as well as the absence of observable market comparables, neither the income approach nor the market approach was considered appropriate for valuing these Investments.

In contrast, the summation method under the cost approach is the most appropriate for Guangzhou Yunxiu and Shenzhen Yinxing as the values of their assets and liabilities can be individually assessed. Further, as confirmed with the Company, no off-book assets with material value were identified. With consideration of the nature of the assets and liabilities, the book values in the financial statements have been adopted as their market values.

**GYHCPE(LP)**

The Target Company holds 55% equity interests in GYHCPE(LP) while GYHCPE(LP) holds 51.57% equity interest in Wuxi Langgao indirectly. As GYHCPE(LP) has no other major assets and liabilities other than the interests in Wuxi Langgao, the market value of GYHCPE(LP) is mainly driven by the market value of the interest in Wuxi Langgao. Similar to the Target Company, the summation method is the most appropriate method for the valuation of GYHCPE(LP).

For the 51.57% equity interest in Wuxi Langgao, we have referred to the quoted price from NEEQ to come up with its valuation. For other asset and liability items, we have adopted the book values as their market values given their natures.

## CALCULATION OF THE MARKET VALUES OF THE TARGET COMPANY AND THE INVESTMENTS

The table below summarizes the market values of the assets and liabilities based on the consolidated financial statements of the Target Company and the Investments as at the Valuation Date. Based on the summation method, the implied market value of net liability in the Target Company (inclusive of the Investments) is approximately RMB114 million.

<b>The Target Company</b>	<b>Market Value (RMB)</b>
<b>Total assets</b>	<b>900,906,996</b>
Cash and cash equivalents	74,752,735
Prepayments, trade and other receivables	27,766,397
Inventories	2,328,181
Other current assets	1,947,067
Long-term investments <sup>1</sup>	138,891,382
Fixed assets	14,255,113
Construction in progress	2,196,236
Right-of-use assets <sup>2</sup>	344,274,418
Intangible assets	24,876,762
Long-term amortized expenses <sup>3</sup>	269,598,833
Deferred tax assets	19,874
<b>Total liabilities</b>	<b>1,005,996,383</b>
Short-term debts	54,429,827
Trade, payroll and tax payables	78,365,263
Received in advance and Contract liabilities	11,590,234
Other payable <sup>4</sup>	425,366,144
Long-term debts	87,031,400
Lease liabilities	347,843,425
Deferred revenue	1,370,090
<b>Net assets/(liabilities)</b>	<b>(100,089,387)</b>
Less: Non-controlling Interests <sup>5</sup>	9,141,381
<b>Net assets/(liabilities) to equity owners<sup>6</sup>:</b>	<b>(114,230,769)</b>
<b>Market value of 100% equity interest<sup>7</sup></b>	<b>Nominal</b>

*Notes:*

1. See below for details.
2. The right-of-use assets mainly refer to leasehold properties of the Target Company. The right-of-use assets are initially measured at the lease liability, adjusted for related upfront costs and incentives. They are subsequently depreciated over the lease term so that their carrying amounts generally reflect the remaining economic benefits. The carrying amount has been adopted as the market value in this Valuation.
3. Long-term amortized expenses refer to the leasehold improvement costs, which have been amortised in accordance with the Target Company's accounting policies. The net book value is considered to approximate market value as of the Valuation Date, and no adjustment has been made.
4. Other payable include intercompany payables, withholding and remittance fees, accrued expenses, temporary receipts, guarantee deposits, etc. As confirmed by the Company, these balances are generally short-term in nature or have no fixed repayment terms so the effect of discounting is considered immaterial. Accordingly, the net book value has been adopted as a reasonable approximation of market value.
5. The market value of the non-controlling interests was determined by multiplying the net book value of each consolidated subsidiary by the percentage of equity held as NCI.
6. The depreciation in the market value of the equity interest in the Target Company compared to its book value is primarily attributable to the decreased market value of the Investments. The book value of the Investments was calculated based on the original investment costs and did not reflect operational losses, market value was determined using the asset-based approach (with details below) as of the Valuation Date, resulting in a downward adjustment.
7. For illustration purpose, if the proposed transaction of the Intangible Assets had been completed as at the Valuation Date, the market values of cash and cash equivalents, other current assets and intangible assets would be adjusted to RMB65,668,223, RMB2,461,285 and RMB33,369,762 respectively. The implied market value of net liability in the Target Company (including the Investments) would remain at RMB114 million while the market value of 100 percent equity interest in the Target Company (including its interests in the Investments) remain at NOMINAL.

<b>The Investments</b>	<b>Guangzhou Yunxiu Market Value (RMB)</b>	<b>Shenzhen Yinxing Market Value (RMB)</b>	<b>GYHCPE(LP) Market Value (RMB)</b>
<b>Total assets</b>	<b>598,707,936</b>	<b>362,015,841</b>	<b>257,046,719</b>
Cash and cash equivalents	20,195,698	9,271,469	2,972
Prepayments, trade and other receivables	14,769,418	31,924,023	
Inventories	394,930	1,818,304	
Financial assets at fair value through profit or loss (FVTPL) <sup>1</sup>			257,043,747
Fixed assets	1,440,926	6,271,627	
Construction in progress		770,289	
Right-of-use assets	145,037,157	220,300,371	
Intangible assets		2,384,971	
Long-term amortized expenses	377,699,878	29,381,847	
Deferred tax assets	39,169,929	59,892,940	
<b>Total liabilities</b>	<b>627,800,663</b>	<b>413,132,976</b>	<b>4,516,933</b>
Short-term debts	12,000,000	45,000,000	
Trade, payroll and tax payables	29,316,258	18,637,955	4,514,533
Received in advance and Contract liabilities	89,080,567	11,122,677	
Other payable	28,292,357	30,611,079	2,400
Long-term debts	275,416,046	8,733,000	
Lease liabilities	156,079,813	242,338,547	
Deferred tax liabilities	37,615,622	56,689,718	
<b>Net assets/(liabilities)</b>	<b>(29,092,727)</b>	<b>(51,117,135)</b>	<b>252,529,785</b>
Less: Non-controlling interests <sup>2</sup>	—	(20,114)	—
<b>Net assets/(liabilities) to equity owners:</b>	<b>(29,092,727)</b>	<b>(51,097,021)</b>	<b>252,529,785</b>
<b>Market value of the equity interest held by the Target Company<sup>3</sup></b>	<b>Nominal</b>	<b>Nominal</b>	<b>138,891,382</b>

*Notes:*

1. The financial assets at fair value through profit or loss of GYHCPE(LP) represents 51.57% equity interest in Wuxi Langgao whose shares are listed on NEEQ. The quoted price of Wuxi Langgao on NEEQ has been adopted in the calculation of the market value of the interest.
2. Market value of the non-controlling interest of Shenzhen Yinxing was determined by multiplying the total equity value of each consolidated subsidiary by the percentage of equity held as NCI.
3. Respectively represent the market values of 51% equity interests in Guangzhou Yunxiu, 51% equity interests in Shenzhen Yinxing and 55% equity interests in GYHCPE(LP).

**VALUATION COMMENTS**

In general, we have undertaken the necessary and appropriate valuation procedures in the valuation of the Subject as at the Valuation Date. The methodologies adopted are generally considered being suitable with regard to the nature of the relevant assets and liabilities.

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and consideration of such matters are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Company, the Target Company, the Investments and Jones Lang LaSalle Corporate Appraisal and Advisory Limited.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

This report is issued subject to our Limiting Conditions as attached.

**INDEPENDENCE DECLARATION**

We confirm that to the best of our knowledge and belief, we are independent of the Company and the Target, and have not contravened any independence requirements stipulated as per our professional memberships. Our fee is not contingent upon our conclusion of value.

**RISK FACTORS****Microeconomic and Macroeconomic Considerations**

The Subject can be directly or indirectly affected by characteristics and changing forces of supply and demand for the contributing inputs and/or the produced goods and services associated with the Subject. These forces work to impact the magnitude of the gap between inflows and outflows regarding the Subject and thus its value. Variations in the degree of competition or in barriers to entry are key drivers of changes to supply whilst consumption preferences, income levels or the availability of substitutes are key drivers of changes to demand. Macroeconomic circumstances including inflation, interest rate fluctuations and existing and forecast levels of growth in the broader economy may also have an effect on the valuation of the Subject.

**Technological Change**

Changes in the rate of advancement of technology, the propensity for any particular technology to have an effect on the Target Company and the Investments and the degree to which technological advancement is impacting and will continue to impact the Target

Company and the Investments can disrupt its desirability, competitiveness, efficiency and/or indirectly impact the products and services considered substitutes or complements for it and thus the value of the Subject.

### **Environmental Considerations**

Phenomena within the physical environment can severely impact the factors of production and demand factors within an economy for the Subject. The occurrence of natural disasters, resource depletion and variations in climate conditions may influence resource availability and prices for inputs on the supply side or may influence market access and preferences for products and services associated to the Subject from end-user demand.

On the other hand, with tightening environmental regulation as well as growing consumer preference towards sustainable materials and products, lack of green protocol to combat climate changes and natural resources depletion could exert pre-financial impact to company performance, and hence suppressing value creation over the long run.

### **Social and Political Considerations**

Various political and social phenomena surrounding the Subject may change so as to affect our opinion of value. Social factors encompassing the perception and preferences of people in general may swing rendering the Subject more or less desirable and thus more or less valuable. Given an increasing awareness over fair trade and human rights, companies are expected to engage with their stakeholders more openly and transparently regarding how they address social factors, including fair pricing practices, safe working environment, health protection, diversity and inclusion, etc. Otherwise, it could be difficult to retain customers and attract human capital, which are key assets to generate investment return on a sustainable way.

### **Governance Considerations**

International or nationwide policy and/or legislative changes that alter existing rights and obligations may directly or indirectly influence the Subject. More importantly, enforcing a corporate governance structure that can sustain for unforeseeable challenges, is vital to maintain financial performance and avoid contingent liabilities arising from fines imposed by regulatory authority. Without a good corporate governance and management, it could be difficult to sustain business growth with acceptable risk level, and this would in turn affect the valuation of the Subject.

**OPINION OF VALUE**

Based on the results of our investigations and analyses outlined in this report, we are of the opinion that the market value of 100 percent equity interest in the Target Company (including its interests in the Investments) as at the Valuation Date was reasonably estimated at: Nominal. (Deferred tax liabilities that may be recognized due to the difference between book value and appraised value were not taken into consideration in this valuation.)

**LIMITING CONDITIONS**

This report and opinion of value are subject to our Limiting Conditions as included in this report.

Yours faithfully,

for and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Simon M. K. Chan**

*Executive Director*

*Note:* Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS). He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

**LIMITING CONDITIONS**

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of the Client/Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the service agreement between JLL and the Client and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.

9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.
10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the service agreement between JLL and the Client as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.
12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client/Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.

15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.
16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.
17. The board of directors, management, staff, and representatives of the Client/Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

#### **VALUERS' PROFESSIONAL DECLARATION**

The following valuers certify, to the best of their knowledge and belief, that:

- Information has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers.
- The reported analyses, opinions, and conclusions are subject to the assumptions as stated in the report and based on the valuers' personal, unbiased professional analyses, opinions, and conclusions. The valuation exercise is also bounded by the limiting conditions.
- The reported analyses, opinions, and conclusions are independent and objective.
- The valuers have no present or prospective interest in the asset that is the subject of this report, and have no personal interest or bias with respect to the parties involved.

- The valuers' compensation is not contingent upon the amount of the value estimate, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The analyses, opinions, and conclusions were developed, and this report has been prepared, in accordance with the International Valuation Standards published by the International Valuation Standards Council.
- The under mentioned persons provided professional assistance in the compilation of this report.

**Simon M. K. Chan**  
*Executive Director*

**Hunter Z. W. He**  
*Senior Director*

**Alice H. T. Zhong**  
*Senior Analyst*

*The following is the text of the valuation report prepared for the purpose of incorporation in this circular received from Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent valuer, in connection with its valuation as at 31 March 2026 of the Healthcare IP Rights.*



仲量聯行

Jones Lang LaSalle Corporate Appraisal and Advisory Limited  
7th Floor, One Taikoo Place  
979 King's Road Hong Kong  
tel +852 2846 5000 fax +852 2169 6001  
Company Licence No.: C-030171

26 May 2026

The Board of Directors  
**Yuexiu Property Company Limited**  
26/F, Yue Xiu Building  
160 Lockhart Road, Wanchai  
Hong Kong

Dear Sirs,

In accordance with the instructions of Yuexiu Property Company Limited (the “**Company**” or the “**Client**”), we have carried out a valuation exercise which requires Jones Lang LaSalle Corporate Appraisal and Advisory Limited to express an independent opinion on the market value of the intangible assets belonging to Guangzhou Yuechuang Zhishu Information Technology Co., Ltd. (廣州越創智數信息科技有限公司 or the “**Vendor**”) as at 31 March 2026 (the “**Valuation Date**”). The report which follows is dated 26 May 2026 (the “**Report Date**”).

## **PURPOSE OF VALUATION**

The purpose of this report (the “**Report**”) is for the Client’s internal reference and inclusion in its public documents.

## **BASIS OF VALUE**

Our valuation was carried out on a market value basis. Market value is defined as “*estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

## **BASIS OF OPINION**

We have conducted our valuation with reference to the International Valuation Standards issued by the International Valuation Standards Council (“**IVSC**”). We have planned and performed our valuation so as to obtain all the information and explanation which we have

considered necessary in order to provide us with sufficient evidence to express our opinion of the subject asset. We believe that the valuation procedures which we have employed provide a reasonable basis for our opinion.

**BACKGROUND**

The subject of this valuation exercise is a portfolio of intangible assets, comprising a suite of software applications specifically developed to support the management of residential care facilities and the delivery of comprehensive elderly care services, comprising the following:

1. Yuexiu Institutional Elderly Care Management System “Subject 1”,
2. Yuexiu Property Hospital Information System “Subject 2”, and
3. Yuexiu Elderly Care Client Management Platform “Subject 3”.

These software solutions, collectively referred to as the “Subjects” or “Intangible assets”, were specifically designed for the operation and management of elderly care services. The Intangible Assets were held by the Vendor as at the Valuation Date, and they have been proposed to be transferred to Kangyang Industry Investment Holding Co., Ltd., a subsidiary of the Company whose principal activities are investment, operation and management of healthcare, nursing and elderly care industry.

Details of the development costs of the Subjects are summarised as follows:

Item	Contract Date	Completion Date	Historical cost (RMB'000)
<i><b>Yuexiu Institutional Elderly Care Management System “Subject 1”</b></i>			
Phase III Informatization Service Contract (Contract No.: GH-2019-010744)	December 2019	31 October 2020	1,495
Supplementary Development Service Contract In 2020 (Contract No.: GH-2020-018032)	December 2020	31 August 2021	1,792
Supplementary Development Service Contract In 2021 (Contract No.: GH-2021-017195)	November 2021	31 May 2022	1,792
Supplementary Development Service Contract In 2022 (Contract No.: GH-2022-013206)	October 2022	31 October 2022	1,344
Supplementary Development Service Contract In 2023 (Contract No.: GH-2023-014291)	September 2023	31 January 2024	654
<b>Historical cost of Subject 1</b>			<b><u>7,079</u></b>

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**APPENDIX IIC VALUATION REPORT OF THE HEALTHCARE IP RIGHTS**

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<b>Item</b>	<b>Contract Date</b>	<b>Completion Date</b>	<b>Historical cost <i>(RMB'000)</i></b>
<b><i>Yuexiu Property Hospital Information System “Subject 2”</i></b>			
Informatization Project Service Contract (Contract No.: GH-2022-007540)	November 2021	31 July 2025	1,413
<b>Historical cost of Subject 2</b>			<b><u>1,413</u></b>
<b><i>Yuexiu Elderly Care Client Management Platform “Subject 3”</i></b>			
Application Development Service Contract (Contract No.: GH-2020-015747)	November 2020	30 April 2022	613
Supplementary Development Service Contract in 2021 (Contract No.: GH-2021-011238)	August 2021	30 April 2022	1,415
Supplementary Development Service Contract in 2022 (Contract No.: GH-2022-010591)	June 2022	31 October 2022	943
Second Supplementary Development Service Contract in 2022 (Contract No.: GH-2022- 022026)	December 2022	30 April 2025	808
<b>Historical cost of Subject 3</b>			<b><u>3,780</u></b>
<b>Total</b>			<b><u><u>12,272</u></u></b>

The developments of the Subjects had been completed as at the Valuation Date.

**SOURCE OF INFORMATION**

This report was compiled after consideration of all relevant information obtained from the Company and other public sources. Documents received include, but were not limited to:

- Background information of the Subjects;
- Legal documents related to the Subjects; and
- Historical financial information of the Subjects, including but not limited to the Auditor’s Reports on the Subjects, amortization schedule of the Subjects.

We conducted interviews and held discussions with the Company. We have relied to a considerable extent on information provided in arriving at our opinion of value. We believe that the information provided by the Company is reasonable and reliable. In addition, we also conducted research using various sources including government statistics and other publications.

**APPROACH AND METHODOLOGY**

In arriving at our assessed value, we have considered three generally accepted approaches, namely cost approach, market approach and income approach.

Market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparables. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for fewer subjective assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets. Furthermore, this approach relies exclusively on the efficient market hypothesis.

Cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

Income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the asset than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar asset with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

**SELECTION OF VALUATION APPROACH AND METHODOLOGY**

To select the most appropriate approach, we have considered the purpose of the valuation engagement and the resulting basis of value as well as the availability and reliability of information provided to us to perform an analysis. We have also considered the relative advantages and disadvantages of each approach to the nature and circumstances of the intangible assets.

In our opinion, the market approach is inappropriate for valuing the Intangible Assets because the market approach requires market transactions of comparable assets as an indication of value. However, we have not identified any current market transactions which are comparable. Secondly, the income approach is inappropriate as this approach requires detailed information and long-term financial projection of the intangible assets but such information is not available together with objective supporting documents and information. On the other hand, the cost approach focuses on the principle of substitution: a prudent buyer would not pay more for an asset than the cost to recreate its utility. Given that the Subjects are developed to support the internal business operations, the cost approach is applied in determining our opinion of value for the Intangible Asset.

The replacement cost method under the cost approach was adopted in arriving at the market value of the Intangible Asset in this valuation, by identifying the relevant costs that would be incurred by a typical participant seeking to create or obtain an asset providing similar function and equivalent utility. The replacement cost was estimated based on the historical costs in relation to the development of the intangible asset, which were then adjusted with changes in the price level between actual project development period and the Valuation Date as well as depreciation and obsolesces.

#### **ASSUMPTIONS**

In this valuation, assumptions considered to have significant sensitivity effects are evaluated in order to provide a more accurate and reasonable basis for arriving at our assessed value. The following key assumptions in determining the market value of the Subjects have been made:

- The Valuation was primarily based on the relevant information such as the Auditor's Reports, and information provided by the Company for the actual cost deployed in the development of the Subjects made available to us. We have assumed that the provided information is prepared on a reasonable basis;
- We assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the assets valued;
- There will be no material change in the existing political, legal, technological, fiscal or economic conditions, which might adversely affect the use of the Subjects.

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**APPENDIX IIC VALUATION REPORT OF THE HEALTHCARE IP RIGHTS**

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**Valuation Inputs**

***Replacement Cost***

The replacement cost was estimated based on the historical costs as advised by the Company in relation to the development of the Intangible Assets, which were then adjusted with changes in the price level between actual project development period and the Valuation Date. With reference to the historical records on the Auditor’s Reports and the information provided by the Company, we have estimated the replacement costs by adjusting the price level in accordance with the year-on-year China Consumer Price Index (CPI) as follows:

	<b>Actual Cost</b> <i>(RMB)</i>	<b>Inflation</b> <b>Factor</b>	<b>Adjusted</b> <b>Replacement</b> <b>Cost</b> <i>(RMB)</i>
<b><i>Yuexiu Institutional Elderly Care Management System “Subject 1”</i></b>			
Year 2020	1,495,330	1.04	1,557,487
Year 2021	1,792,453	1.03	1,850,307
Year 2022	3,136,792	1.01	3,174,547
Year 2024	<u>653,976</u>	1.01	<u>659,208</u>
<b>Total for Subject 1</b>	<b><u>7,078,552</u></b>		<b><u>7,241,549</u></b>
<b><i>Yuexiu Property Hospital Information System “Subject 2”</i></b>			
Year 2025	<u>1,412,920</u>	1.00	<u>1,412,920</u>
<b>Total for Subject 2</b>	<b><u>1,412,920</u></b>	<b>1.00</b>	<b><u>1,412,920</u></b>
<b><i>Yuexiu Elderly Care Client Management Platform “Subject 3”</i></b>			
Year 2022	2,971,698	1.01	3,007,465
Year 2025	<u>808,491</u>	1.00	<u>808,491</u>
<b>Total for Subject 3</b>	<b><u>3,780,189</u></b>		<b><u>3,815,956</u></b>
<b>Total</b>			<b><u><u>12,470,426</u></u></b>

## APPENDIX IIC VALUATION REPORT OF THE HEALTHCARE IP RIGHTS

### *Interest Expense*

The interest expense represents the opportunity cost of the total expenses required for the development of the Intangible Assets over the period of development. Based on the operating region where the system development activities were conducted, the associated interest expense is calculated with reference to the Loan Prime Rates (LPR) published by the National Interbank Funding Center for the corresponding periods, with applicable rates ranging from 3.00% to 3.50%.

### *Depreciation and Obsolesces*

The expected useful lives of the Intangible Assets are assumed at 10 years with reference to the historical records on the Auditor's Reports and information provided by the Company. We have then estimated the depreciation charges using a straight-line method as follows:

<b>Completion Date</b>	<b>Adjusted Replacement Cost (Interest Included) (RMB)</b>	<b>Depreciation Rate</b>	<b>Depreciation Charges (RMB)</b>
<i><b>Yuexiu Institutional Elderly Care Management System "Subject 1"</b></i>			
31 October 2020	1,696,687	55%	933,178
31 August 2021	1,990,622	47%	928,957
31 May 2022	1,929,482	39%	755,714
31 October 2022	1,437,900	35%	503,265
31 January 2024	<u>683,311</u>	23%	<u>153,745</u>
<b>Total for Subject 1</b>	<b><u>7,738,002</u></b>		<b><u>3,274,858</u></b>
<i><b>Yuexiu Property Hospital Information System "Subject 2"</b></i>			
31 July 2025	<u>1,430,140</u>	8%	<u>107,261</u>
<b>Total for Subject 2</b>	<b><u>1,430,140</u></b>		<b><u>107,261</u></b>
<i><b>Yuexiu Elderly Care Client Management Platform "Subject 3"</b></i>			
30 April 2022	660,926	40%	264,371
30 April 2022	1,525,215	40%	610,086
31 October 2022	1,009,052	35%	353,168
30 April 2025	<u>821,629</u>	10%	<u>82,163</u>
<b>Total for Subject 3</b>	<b><u>4,016,822</u></b>		<b><u>1,309,788</u></b>

**CALCULATION OF VALUATION RESULT**

The calculation of the market values of the Intangible Assets as at the Valuation Date is as follows:

<b><i>Yuexiu Institutional Elderly Care Management System</i></b>	
Total Replacement Cost	7,738,002
Less: Depreciation Charges	3,274,858
<b><i>Market Value (RMB)</i></b>	<b><u>4,463,143</u></b>
<b><i>Yuexiu Property Hospital Information System</i></b>	
Total Replacement Cost	1,430,140
Less: Depreciation Charges	107,261
<b><i>Market Value (RMB)</i></b>	<b><u>1,322,880</u></b>
<b><i>Yuexiu Elderly Care Client Management Platform</i></b>	
Total Replacement Cost	4,016,822
Less: Depreciation Charges	1,309,788
<b><i>Market Value (RMB)</i></b>	<b><u>2,707,034</u></b>
<b><i>Total Market Value (rounded to thousand)</i></b>	<b><u><u>8,493,000</u></u></b>

**VALUATION COMMENTS**

In general, we have undertaken the necessary and appropriate valuation procedures in the valuation of the Subjects as at the Valuation date. The methodologies adopted are generally considered being suitable with regard to the nature of the assets.

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and consideration of such matters are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Company and Jones Lang LaSalle Corporate Appraisal and Advisory Limited.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

This report is issued subject to our Limiting Conditions as attached.

## **INDEPENDENCE DECLARATION**

We confirm that to the best of our knowledge and belief, we are independent of the Company and the Target, and have not contravened any independence requirements stipulated as per our professional memberships. Our fee is not contingent upon our conclusion of value.

## **RISK FACTORS**

### **Microeconomic and Macroeconomic Considerations**

The Subjects can be directly or indirectly affected by characteristics and changing forces of supply and demand for the contributing inputs and/or the produced goods and services associated with the Subjects. These forces work to impact the magnitude of the gap between inflows and outflows regarding the Subjects and thus its value. Variations in the degree of competition or in barriers to entry are key drivers of changes to supply whilst consumption preferences, income levels or the availability of substitutes are key drivers of changes to demand. Macroeconomic circumstances including inflation, interest rate fluctuations and existing and forecast levels of growth in the broader economy may also have an effect on the valuation of the Subjects.

### **Technological Change**

Changes in the rate of advancement of technology, the propensity for any particular technology to have an effect on the Subjects and the degree to which technological advancement is impacting and will continue to impact the Subjects can disrupt its desirability, competitiveness, efficiency and/or indirectly impact the products and services considered substitutes or complements for it and thus the value of the Subjects.

### **Environmental Considerations**

Phenomena within the physical environment can severely impact the factors of production and demand factors within an economy for the Subjects. The occurrence of natural disasters, resource depletion and variations in climate conditions may influence resource availability and prices for inputs on the supply side or may influence market access and preferences for products and services associated to the Subjects from end-user demand.

On the other hand, with tightening environmental regulation as well as growing consumer preference towards sustainable materials and products, lack of green protocol to combat climate changes and natural resources depletion could exert pre-financial impact to company performance, and hence suppressing value creation over the long run.

### **Social and Political Considerations**

Various political and social phenomena surrounding the Subjects may change so as to affect our opinion of value. Social factors encompassing the perception and preferences of people in general may swing rendering the Subjects more or less desirable and thus more or less valuable. Given an increasing awareness over fair trade and human rights, companies are expected to engage with their stakeholders more openly and transparently regarding how they

address social factors, including fair pricing practices, safe working environment, health protection, diversity and inclusion, etc. Otherwise, it could be difficult to retain customers and attract human capital, which are key assets to generate investment return on a sustainable way.

**Governance Considerations**

International or nationwide policy and/or legislative changes that alter existing rights and obligations may directly or indirectly influence the Subjects. More importantly, enforcing a corporate governance structure that can sustain for unforeseeable challenges, is vital to maintain financial performance and avoid contingent liabilities arising from fines imposed by regulatory authority. Without a good corporate governance and management, it could be difficult to sustain business growth with acceptable risk level, and this would in turn affect the valuation of the Subjects.

**OPINION OF VALUE**

Based on the results of our investigation and analysis outlined in the report, we are of the opinion that the market value of the Intangible Assets as at the Valuation Date was RMB8,493,000.

**LIMITING CONDITIONS**

This report and opinion of value are subject to our Limiting Conditions as included in this report.

Yours faithfully,  
for and on behalf of  
**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Simon M. K. Chan**  
*Executive Director*

*Note:* Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS). He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

**LIMITING CONDITIONS**

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of the Client/Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the service agreement between JLL and the Client and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.

9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.
10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the service agreement between JLL and the Client as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.
12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client/Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.

15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.
16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.
17. The board of directors, management, staff, and representatives of the Client/Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

**VALUERS' PROFESSIONAL DECLARATION**

The following valuers certify, to the best of their knowledge and belief, that:

- Information has been obtained from sources that are believed to be reliable. All facts which have a bearing on the value concluded have been considered by the valuers.
- The reported analyses, opinions, and conclusions are subject to the assumptions as stated in the report and based on the valuers' personal, unbiased professional analyses, opinions, and conclusions. The valuation exercise is also bounded by the limiting conditions.
- The reported analyses, opinions, and conclusions are independent and objective.
- The valuers have no present or prospective interest in the asset that is the subject of this report, and have no personal interest or bias with respect to the parties involved.
- The valuers' compensation is not contingent upon the amount of the value estimate, the attainment of a stipulated result, the occurrence of a subsequent event, or the reporting of a predetermined value or direction in value that favours the cause of the client.
- The analyses, opinions, and conclusions were developed, and this report has been prepared, in accordance with the International Valuation Standards published by the International Valuation Standards Council.
- The under mentioned persons provided professional assistance in the compilation of this report.

**Simon M. K. Chan**  
*Executive Director*

**Hunter Z. W. He**  
*Senior Director*

**Alice H. T. Zhong**  
*Senior Analyst*

## 1 RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## 2 DISCLOSURE OF INTERESTS

### Interests of Directors/chief executive of the Company

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which are required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”):

### *Interests in the Shares, underlying Shares and/or debentures of the Company*

<b>Name of Director</b>	<b>Capacity</b>	<b>Number of Shares held (long position)</b>	<b>Approximate % of shareholding in the total issued Shares (Note 3)</b>
Mr. Lin Zhaoyuan	Beneficial owner	1,194,560	0.02968
Mr. Zhu Huisong <sup>(Note 1)</sup>	Beneficial owner/ Beneficiary of a trust	270,627	0.00672
Mr. Jiang Guoxiong <sup>(Note 2)</sup>	Beneficial owner/ Beneficiary of a trust	1,988,842	0.04941
Ms. Liu Yan	Beneficial owner	3,400	0.00008
Mr. Yu Lup Fat Joseph	Beneficial owner	600,000	0.01491
Mr. Lee Ka Lun	Beneficial Owner	858,000	0.02131
Mr. Lau Hon Chuen Ambrose	Beneficial Owner	1,258,712	0.03127

*Notes:*

- (1) Mr. Zhu Huisong is interested in 270,627 Shares, out of which 98,983 Shares are owned by him as beneficial owner, 171,644 Shares are held for him as a beneficiary of the “Yuexiu Property Company Limited Share Incentive Scheme Trust for Directors and Senior Management”.
- (2) Mr. Jiang Guoxiong is interested in 1,988,842 Shares, out of which 1,780,393 Shares are owned by him as beneficial owner, 208,449 Shares are held for him as a beneficiary of the “Yuexiu Property Company Limited Share Incentive Scheme Trust for Directors and Senior Management”.
- (3) The total number of 4,025,392,913 Shares in issue as at the Latest Practicable Date was used for the calculation of the approximate percentage.

***Interests in associated corporation(s)***

Name of Director	Name of associated corporation	Capacity	Number of shares held (long position)	Approximate % of shareholding in the total issued shares <i>(Note)</i>
Mr. Lin Zhaoyuan	Yuexiu Transport Infrastructure Limited	Beneficial owner	120	0.00001
Ms. Liu Yan	Yuexiu Transport Infrastructure Limited	Beneficial owner	485	0.00003
Mr. Lau Hon Chuen Ambrose	Yuexiu Transport Infrastructure Limited	Beneficial owner	195,720	0.012

*Note:* The total number of 1,673,162,295 shares of Yuexiu Transport Infrastructure Limited in issue as at the Latest Practicable Date was used for the calculation of the approximate percentage.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had or was deemed to have any interest or short position in the Shares, underlying shares or debentures of the Company or its other associated corporations (within the meaning of Part XV of the SFO), which are required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

As at the Latest Practicable Date: (i) Mr. Lin Zhaoyuan is a director, vice chairman and general manager of GZYX and Yue Xiu Enterprises (Holdings) Limited (“**YXE**”); (ii) Mr. He Yuping is the chief compliance officer of GZYX and YXE; (iii) Ms. Chen Jing is the chief financial officer of GZYX and YXE, and a director of Bosworth International Limited (“**Bosworth**”); (iv) Ms. Liu Yan is the chief operating officer of GZYX and YXE; (v) Mr. Su Junjie is the chairman of an indirect subsidiary of GZYX; and (vi) Mr. Zhang Yibing is a deputy general manager of Guangzhou Metro Group Co., Ltd. (廣州地鐵集團有限公司) (“**GZ Metro**”). GZYX, YXE, Bosworth and GZ Metro are entities which had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors was a director or employee of a company which had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO.

### **3 DIRECTORS’ SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had entered into any service agreement with any member of the Group nor were there any other service agreements proposed which would not expire or to be determinable by the member of the Group within one year without payment of compensation (other than statutory compensation).

### **4 DIRECTORS’ INTEREST IN ASSETS/CONTRACTS AND OTHER INTERESTS**

#### **Interests in assets**

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which were proposed to be acquired or disposed of by, or leased to, any member of the Group since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up.

#### **Interests in contracts**

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group which was subsisting and which was significant in relation to the business of the Group.

### **5 DIRECTORS’ INTERESTS IN COMPETING BUSINESS**

As at the Latest Practicable Date, none of the Directors or their respective close associates had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

## 6 MATERIAL ADVERSE CHANGE

The Directors confirm that there was no material adverse change in the financial or trading position of the Group since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up to, up to and including the Latest Practicable Date.

## 7 LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and, so far as the Directors were aware, there was no litigation or claim of material importance pending or threatened by or against any member of the Group.

## 8 MATERIAL CONTRACTS OF THE GROUP

During the two years immediately preceding Latest Practicable Date and up to and including the Latest Practicable Date, the following contracts (not being contracts in the ordinary course of business carried on or intended to be carried on by the Group) have been entered into by the Group and are or may be material:

- (1) the Nansha IFC Transfer Agreement;
- (2) the Yungu Industrial Park Transfer Agreement;
- (3) the S1 Building Transfer Agreement;
- (4) the Zhigu Industrial Park Transfer Agreement;
- (5) the Bijie Hotel Transfer Agreement;
- (6) the Kangyang Transfer Agreement;
- (7) the equity transaction agreement in respect of the disposal of the entire equity interests of Guangzhou Grandcity Development Ltd.\* (廣州宏城發展有限公司) entered into between the Kingwongs Investment Limited (金旺投資有限公司) and Guangzhou Huazhen Technology Service Co., Ltd.\* (廣州華振科技服務有限公司) as vendors and Guangzhou Renyao Economic Information Consultancy Co., Ltd.\* (廣州仁耀經濟資訊諮詢有限公司) as purchaser dated 3 December 2024;
- (8) the repossession, reservation and compensation agreement regarding state-owned land use rights\* (國有土地使用權收儲補償協議) in relation to the Guangzhou Daganwei Land Parcels (as defined in the announcement of the Company dated 13 November 2024) entered into between Guangzhou Bai Cheng Investment Development Co. Ltd.\* (廣州市佰城投資發展有限公司) and the Guangzhou City Land Development Centre\* (廣州市土地開發中心) (“**Guangzhou LDC**”) on 13 November 2024;

- (9) the repossession, reservation and compensation agreement regarding state-owned land use rights\* (國有土地使用權收儲補償協議) in relation to the Jinan University North Side Land Parcel No. 2 entered into among Guangzhou LDC, Guangzhou City Panyu District Land Development Centre\* (廣州市番禺區土地開發中心), Guangzhou Xinxiu Property Development Co., Ltd.\* (廣州新秀房地產開發有限公司) and 廣州市城市建設開發有限公司(Guangzhou City Construction & Development Co., Ltd.) (“GCCD”) on 2 September 2024; and
- (10) the resumption and compensation agreement regarding state-owned land use rights\* (收回國有土地使用權補償協議) in relation to the Guanglong Land Parcels (as defined in the circular of the Company dated 27 November 2024) among Guangzhou Yuexiu Huacheng Real Estate Development Co., Ltd.\* (廣州越秀華城房地產開發有限公司), GCCD and Guangzhou LDC with effect from 30 August 2024.

## 9 EXPERTS’ QUALIFICATIONS AND CONSENTS

The following are qualifications of the experts who has given opinions or advice which are included in this circular:

Name	Qualification
Jones Lang LaSalle Corporate Appraisal and Advisory Limited	Independent valuer
Somerley Capital Limited	A corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

As at the Latest Practicable Date, each of the above experts:

- (a) had given and had not withdrawn its written consent to the issue of this circular with the inclusion of its letter of advice and references to its name, in the form and context in which they appear;
- (b) did not have any shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
- (c) did not have any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up.

**10 DOCUMENTS ON DISPLAY**

The following documents are available on the website of the Stock Exchange (<http://www.hkex.com.hk>) and the website of the Company (<http://www.yuexiuproperty.com>) for a period of 14 days from the date of this circular:

- (a) each of the Transfer Agreements;
- (b) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out in “Letter from the Independent Financial Adviser” in this circular;
- (c) the valuation reports prepared by the Independent Valuer in respect of the valuation on the Properties, the equity interests in the Target Companies and the Healthcare IP Rights as set out in Appendix IIA, Appendix IIB and Appendix IIC of this circular; and
- (d) the written consents referred to in the section headed “Experts’ Qualifications and Consents” in this Appendix III.

**11 MISCELLANEOUS**

- (a) The registered office of the Company is located at 26/F, Yue Xiu Building, 160 Lockhart Road, Wanchai, Hong Kong.
- (b) The share registrar of the Company is Tricor Investor Services Limited, which is located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (c) The company secretary of the Company is Mr. Yu Tat Fung, a Solicitor of the High Court of Hong Kong.
- (d) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

\* *For identification purpose only*

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## NOTICE OF GENERAL MEETING

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# 越秀地產股份有限公司 YUEXIU PROPERTY COMPANY LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 00123)**

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a general meeting (the “EGM”) of Yuexiu Property Company Limited (the “Company”) will be held at 11:00 a.m. on Monday, 15 June 2026 (or as soon as practicable immediately after the conclusion of the annual general meeting of the Company convened to be held at 10:15 a.m. on the same date and at the same place or any postponed meeting thereof) at Plaza I-IV, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong for the purpose of considering, if thought fit, passing, with or without modification, the following resolution. Words and expressions that are not expressly defined in this notice of EGM shall bear the same meaning as that defined in the circular of the Company dated 26 May 2026 (the “Circular”).

### ORDINARY RESOLUTION

**“THAT:**

- (a) the Nansha IFC Transfer Agreement, the Yungu Industrial Park Transfer Agreement, the S1 Building Transfer Agreement, the Zhigu Industrial Park Transfer Agreement, the Bijie Hotel Transfer Agreement and the Kangyang Transfer Agreement and the consummation of transactions contemplated thereunder (namely, the Disposal) as more particularly described in the Circular and on the terms and conditions set out in the Nansha IFC Transfer Agreement, the Yungu Industrial Park Transfer Agreement, the S1 Building Transfer Agreement, the Zhigu Industrial Park Transfer Agreement, the Bijie Hotel Transfer Agreement and the Kangyang Transfer Agreement be and are hereby approved; and
- (b) any one Director be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as such Director or, as the case may be, the Board may consider necessary, desirable or expedient or in the interest of the Company to give effect to the terms of the matters contemplated under the Nansha IFC Transfer Agreement, the Yungu Industrial Park Transfer Agreement, the S1 Building Transfer Agreement, the Zhigu Industrial Park Transfer Agreement, the Bijie Hotel Transfer Agreement and the Kangyang Transfer Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

By order of the Board  
**Yuexiu Property Company Limited**  
**Yu Tat Fung**  
*Company Secretary*

Hong Kong, 26 May 2026

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## NOTICE OF GENERAL MEETING

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*Registered Office:*

26/F, Yue Xiu Building  
160 Lockhart Road  
Wanchai  
Hong Kong

*Notes:*

- (1) Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (2) To be valid, a proxy form and the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such authority, must be deposited with the share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting or postponed meeting thereof.
- (3) Completion and return of the proxy form will not preclude members from attending and voting in person at the EGM or at any adjourned meeting or postponed meeting thereof (as the case may be) should they so wish, and in such event, the proxy form shall be deemed to be revoked.
- (4) Where there are joint registered holders of any share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
- (5) The register of members of the Company will be closed from Wednesday, 10 June 2026 to Monday, 15 June 2026, both days inclusive, during which period no transfer of shares will be registered. For the purpose of ascertaining the shareholders' eligibility to participate in the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Tuesday, 9 June 2026. The record date for the EGM will be Monday, 15 June 2026.
- (6) For the avoidance of doubt, unless otherwise announced by the Company, the general meeting of the Company will be held at the time and place specified in the notice of general meeting of the Company notwithstanding any adjournment of the annual general meeting of the Company.
- (7) Voting of the ordinary resolution set out in this notice will be by way of poll.
- (8) Reference to times and dates in this notice are to Hong Kong times and dates.

*As at the date of this notice, the Board comprises:*

*Executive Directors:*                      *LIN Zhaoyuan (Chairman), ZHU Huisong, JIANG Guoxiong, HE Yuping, CHEN Jing and LIU Yan*

*Non-executive Directors:*                *ZHANG Yibing and SU Junjie*

*Independent Non-executive Directors:*      *YU Lup Fat Joseph, LEE Ka Lun, LAU Hon Chuen Ambrose and CHEUNG Kin Sang*