Shenzhen Senior Technology Material Co., Ltd.
深圳市星源材質科技股份有限公司

(Stock Code: 6067)

DISCLOSEABLE TRANSACTION
ACQUISITION OF 59.9806% EQUITY INTERESTS
IN THE TARGET COMPANY

THE PROPOSED EQUITY TRANSFER

LISTING RULES IMPLICATIONS

The completion of the Proposed Equity Transfer is subject to the satisfaction (or, if applicable, waiver) of certain conditions and as such, the Proposed Equity Transfer may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

INTRODUCTION

I. PRINCIPAL TERMS OF THE EQUITY TRANSFER AGREEMENTS

1. Date

Signing Date

2. Parties

Transferee

Transferor

Transferors

3. Subject Matter

[illegible]

4. Consideration and Basis of Consideration

[illegible]

[illegible]

Name of Transferor	Registered Capital Corresponding to the Equity Interests to be acquired by the Transferee	Shareholding Percentage	Consideration
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
Total	**540.1755**	**59.9806**	**241,828,875.16**

[illegible] **Valuation Date** [illegible]

Payment Arrangements to Future City Junluo

Payment Arrangements to Coral Xingci

Payment Arrangements to Gongqingcheng Zhonghang Kaisheng No. 2

6. **Conditions Precedent For Payment**

Conditions Precedent for Payment to Fortune New Materials Phase II, Fortune New Materials Phase III, Wotao Electronic and Dongfang Jintai

Oriental Fortune Director

4

Conditions Precedent for Payment to Future City Junluo

Conditions Precedent for Payment to Gongqingcheng Zhonghang Kaisheng No. 2

4

7. Effectiveness

8. Completion

Completion with Fortune New Materials Phase II, Fortune New Materials Phase III and Wotao Electronic

4

Completion with Future City Junluo

Completion with Coral Xingci

Completion with Gongqingcheng Zhonghang Kaisheng No. 2

9. Rescission

Rescission of the Equity Transfer Agreements entered into with Fortune New Materials Phase II, Fortune New Materials Phase III, Wotao Electronic and Dongfang Jintai

CSRC

4

Rescission of the Equity Transfer Agreement Signed with Coral Xingci

4

Rescission of the Equity Transfer Agreement Signed with Gongqingcheng Zhonghang Kaisheng No. 2

10. Liability for Breach

Liabilities for Breach under the Equity Transfer Agreements entered into with Fortune New Materials Phase II, Fortune New Materials Phase III and Wotao Electronic

Liability for Breach of the Equity Transfer Agreement Entered into with Dongfang Jintai

Liability for Breach of the Equity Transfer Agreement Entered into with Future City Junluo

Liability for Breach of the Equity Transfer Agreement Entered into with Coral Xingci

Liability for Breach of the Equity Transfer Agreement Entered into with Gongqingcheng Zhonghang Kaisheng No. 2

II. INFORMATION OF THE PARTIES

(a) The Company

H

(b) The Transferors

Fortune New Materials Phase II

Fortune Xinwan Fund 深圳市富海鑫灣股權投資基金管理企業 有限合夥

OFC 深圳市東方富海投資管理股份有限公司

4 4 H 陳瑋

Future City Junluo

OID Group 鹽城東方投資開發集團有限公司

Shanghai Junluo 上海君濼企業管理合夥企業 有限合夥

上海君禺商務信息諮詢有限公司

44 閻威

Coral Xingci

景德鎮市景城創業投資基金合夥企業（有限合夥）

Changzhou Coral 常州珊瑚私募基金管理合夥企業（有限合夥）

徐小燕

陳燕文

張志炎

Gongqingcheng Zhonghang Kaisheng No. 2

Kaisheng Nanshan 凱晟南山私募股權投資基金管理（深圳）有限公司

林震東

東莞市奕東控股有限公司

簡世平

深圳南山合力投資管理合夥企業（有限合夥）

陳晨

凱航投資（深圳）有限公司

Fortune New Materials Phase III

Wotao Electronic

王雲飛 武國彪

Dongfang Jintai

4

江蘇中韓鹽城產業園投資有限公司

Yueda Jintai 江蘇悅達金泰基金管理有限公司

Shareholding Structure of the Target Company

III. FINANCIAL IMPACTS OF THE PROPOSED EQUITY TRANSFER ON THE GROUP

[illegible]

IV. REASONS FOR AND BENEFITS OF THE PROPOSED EQUITY TRANSFER

[illegible]

[illegible]

V. LISTING RULES IMPLICATIONS

常州珊瑚興瓷創業投資合夥企業 有限合夥

鹽城經濟技術開發區東方金泰高新技術創投基金 有限合夥

深圳市富海新材土期創業投資基金合夥企業 有限合夥

廈門市富海新材三期創業投資合夥企業 有限合夥

鹽城經濟技術開發區未來城君濼新興產業投資基金 有限合夥

共青城中航凱晟貳號創業投資合夥企業 有限合夥

邦瓷電子科技 鹽城 有限責任公司

鹽城經濟技術開發區沃陶電子科技有限公司

鹽城經濟技術開發區沃陶企業管理合夥企業 有限合夥

Shenzhen Senior Technology Material Co., Ltd.
Prof. Chen Xiufeng

Appendix I – Valuation of the Target Company

I. BASIS OF APPRAISAL

(I) Legal and Regulatory Basis

《中華人民共和國資產評估法》

《中華人民共和國公司法》 4

《中華人民共和國證券法》

4 《資產評估行業財政監督管理辦法》

《中華人民共和國企業所得稅法》

《關於全面推開營業稅改徵增值稅試點的通知》

《關於深化增值稅改革有關政策的公告》

《中華人民共和國增值稅法》 4 4

《中華人民共和國增值稅法實施條例》

《中華人民共和國商標法》

《中華人民共和國專利法》 4

《中華人民共和國民法典》

《中華人民共和國車輛購置稅法》

4

(II) Basis of Appraisal Standards

《資產評估基本準則》 4

《資產評估職業道德準則》

《資產評估執業準則－資產評估委託合同》

4 《資產評估執業準則－利用專家工作及相關報告》

《資產評估執業準則－無形資產》

《資產評估執業準則－機器設備》

《資產評估執業準則－資產評估報告》

《資產評估執業準則－資產評估程序》

《資產評估執業準則－資產評估檔案》

《資產評估執業準則－企業價值》

《資產評估執業準則－資產評估方法》

4

《資產評估對象法律權屬指導意見》 4

4 《專利資產評估指導意見》

《商標資產評估指導意見》

(II) Selection of Appraisal Methods

(III) Introduction to the Income Approach

1. Overview

2. Basic Approach

3. Appraisal Model

4. *Appraisal Procedure*

邦瓷

電子科技 鹽城 有限責任公司

景德鎮邦瓷電子科技有限公司

4

4

Period	Average Social Rate of Return	Yield to Maturity of 10-Year Government Bond	MRP,
Mean			6.65%
		4	
4			44
			4

4 β

(IV) Introduction to the Market Approach

1. Overview

2. Calculation Formula

3. Appraisal Procedure

No.	Security Code	Security Short Name
	4	[illegible]
	[illegible]	[illegible]
	4	[illegible]

4

4

4

(I) Basic Assumptions

1. Transaction Assumption

[illegible]

2. Open Market Assumption

[illegible]

3. Going Concern Assumption of the Enterprise

[illegible]

4. Assumption of Assets Being Used for Their Current Purposes

[illegible]

(II) General Assumptions

[illegible]

[illegible]

4

(III) Special Assumptions for Income Approach Appraisal

4

H 《高新技術企業證書》

4

《財政部稅務總局關於先進製造業企業增值稅加計抵減政策的公告》

4

(IV) Special Assumptions for the Market Approach

V. APPRAISAL CONCLUSION

(I) Relevant Appraisal Results

1. Appraisal Value under the Income Approach

2. Appraisal Value under the Market Approach

(II) Difference Analysis of Appraisal Results and Final Appraisal Conclusion

1. Difference Analysis of Appraisal Results from Different Methods

(III) Analysis of Variance Between the Appraisal Conclusion and Book Value and Explanation of Reasons

The appraisal conclusion of the income approach is adopted for this appraisal, and the reasons for the appreciation are as follows:

(IV) Other Considerations on the Appraisal Conclusion

Appendix II – Report from Reporting Accountants

Reporting Accountants' Responsibility

Opinion

Rongcheng (Hong Kong) CPA Limited

LO, Chi Kin

Discloseable Transaction – Acquisition of 59.9806% Equity Interests in the Target Company

Valuation Report 4

邦瓷電子科技 鹽城 有限責任公司 **Target Company**

上海東洲資產評估有限公司 **Valuer**

Profit Forecast

4

容誠 香港 會計師事務所有限公司

Shenzhen Senior Technology Material Co., Ltd.

Prof. Chen Xiufeng