

Haier Smart Home Co., Ltd.

Independent Opinions Given by the Independent Directors on the Relevant Issues at the 5th Meeting of the Tenth Session of the Board of Directors

In accordance with the relevant requirements under the *Guiding Opinions on Establishing Independent Director System in Listed Companies* (《关于在上市公司建立独立董事制度的指导意见》) and the *Articles of Association of Haier Smart Home Co., Ltd.*, as independent directors of Haier Smart Home Co., Ltd.(hereinafter referred to as the "Company" and “Haier Smart Home”), we give the following independent opinions on the related-party transaction involved in the *Proposal of Haier Smart Home Co., Ltd. on Capital Increase by Haier Group to the Subsidiaries of the Company and Related-Party Transaction* discussed on the 5th Meeting of the Tenth Session of the Board of Directors:

1. In order to solve the issues of defective land and real estate of Hefei Haier Air-conditioning Co., Ltd. (hereinafter referred to as "Hefei Air-conditioning"), Hefei Haier Plastics Co., Ltd. (hereinafter referred to as "Hefei Plastic"), Wuhan Haier Freezer Co., Ltd. (hereinafter referred to as "Wuhan Freezer") and Wuhan Haier Electric Appliance Co., Ltd. (hereinafter referred to as "Wuhan Air-conditioning"), subsidiaries of Haier Smart Home, and earnestly implement the relevant commitments issued by Haier Group Corporation (hereinafter referred to as "Haier Group") and Haier Smart Home on solving the defective property rights, Hefei Air-conditioning, Hefei Plastic, Wuhan Freezer and Wuhan Air-conditioning intends to make a private placement of registered capital to Haier Group for purchasing the relevant lands held by Haier Group in Hefei and Wuhan (hereinafter referred to as the "Transaction"). Upon completion of the Transaction, Hefei Air-conditioning, Hefei Plastic, Wuhan Freezer and Wuhan Air-conditioning will remain as the partially owned subsidiaries of Haier Smart Home.

2. Haier Group is the de facto controller of Haier Smart Home. In accordance with the provisions of the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, Haier

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Group is a related party of Haier Smart Home, and thus the Transaction constitutes a related party transaction. In accordance with the *Guidelines for the Implementation of Related Party Transactions of Listed Companies of the Shanghai Stock Exchange* (No. 5 (2011) of the Shanghai Stock Exchange) (hereinafter referred to as the "*Guidelines for the Implementation of Related Party Transactions*"), the related party transaction does not constitute a material related party transaction specified in the *Guidelines for the Implementation of Related Party Transactions*. Haier Smart Home reviewed and approved this related party transaction at the 5th Meeting of the Tenth Session of the Board of Directors convened on 21 November 2019, of which the convening, voting procedures and methods are in compliance with relevant laws and regulations as well as the requirements of the *Articles of Association of Haier Smart Home Co., Ltd.*. The related directors abstained from voting. There is no need to submit the Transaction to the Shareholders' General Meeting of Haier Smart Home for consideration and approval.

3. The Transaction is conducive to solving the defective land and property rights of Hefei Air-conditioning, Hefei Plastics, Wuhan Freezer and Wuhan Air-conditioning, in order to legalize the land and real estate of 4 subsidiaries of Haier Smart Home. The Transaction complies with the strategic development goals of Haier Smart Home. It is conducive to promoting the sustainable development of Haier Smart Home, which is in conformity with the long-term interests of all shareholders of Haier Smart Home.

4. The appraisal agency for the Transaction possesses securities and futures industry qualifications, with the professional competence and independence to conduct appraisal. The appraisal methods, important appraisal assumptions, important appraisal parameters and appraisal conclusions in the Transaction are reasonable. In the Transaction, Haier Group priced 90.24 mu of Hefei land and 102.17 mu of Wuhan land that are intended to increase the capital of Hefei Air-conditioning and Wuhan Air-conditioning based on the historical commitment issued by Haier Group. The relevant taxes and fees are respectively borne by

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Hefei Air-conditioning and Wuhan Air-conditioning actually based on the commitment. The overall transaction conditions are conducive to Haier Smart Home; the remaining underlying assets for capital increase and the capital-invested subsidiaries were all priced based on the appraisal results of the asset appraisal agency with securities and futures industry qualifications. The appraisal report on related assets of Wuhan Air-conditioning still needs to be confirmed by the authorized state-owned assets supervision and management department. The pricing of this related transaction is fair and reasonable. The equity of the Company and shareholders is not damaged.

(No text below)

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Signature of Independent Directors:

Shi Tiantao

Dai Deming

Qian Daquan

21 November 2019

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