

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma statement of adjusted net tangible assets of the Group is prepared in accordance with Rule 4.29 of the Listing Rules and is set out below to illustrate the effect of the Global Offering on the consolidated net tangible assets attributable to equity shareholders of the Company as at 31 May 2025 as if the Global Offering had taken place on 31 May 2025.

The unaudited pro forma statement of adjusted net tangible assets has been prepared for illustrative purpose only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Global Offering been completed as at 31 May 2025 or any future date.

	Consolidated net tangible assets attributable to equity shareholders of the Company as at 31 May 2025 ⁽¹⁾ RMB'000	Estimated net proceeds from the Global Offering ⁽²⁾⁽⁴⁾ RMB'000	Unaudited pro forma adjusted net tangible assets attributable to equity shareholders of the Company as at 31 May 2025 RMB'000	Unaudited pro forma adjusted net tangible assets attributable to equity shareholders of the Company per Share ⁽³⁾⁽⁴⁾ RMB	HK\$
Based on an Offer Price of HK\$58.00 per Share	1,235,198	1,527,329	2,762,527	7.02	7.71

Notes:

- (1) The consolidated net tangible assets attributable to equity shareholders of the Company as at 31 May 2025 is based on the consolidated total equity attributable to the equity shareholders of the Company of RMB1,238,317,000 as at 31 May 2025, which is extracted from the Accountants' Report set out in Appendix I to this Prospectus, deducting intangible assets of RMB3,177,000 and netting off the share of intangible assets attributable to non-controlling interests of RMB58,000.

- (2) The estimated net proceeds from the Global Offering are based on the Offer Prices of HK\$58.00 per Share, and the issuance of 30,070,500 Offer Shares, after deduction of the underwriting fees and other related listing expenses paid or payable (excluding listing expenses of RMB6,137,000 which has been expensed up to 31 May 2025) by the Company and do not take into account any shares which may be issued upon the exercise of the over-allotment option of the Company.
- (3) The unaudited pro forma adjusted net tangible assets attributable to equity shareholders of the Company per Share are arrived at after the adjustments referred to in the preceding paragraphs and on the basis that 393,268,511 Shares are expected to be in issue immediately following the Global Offering, but do not take into account any shares which may be issued upon the exercise of the over-allotment option of the Company.
- (4) The estimated net proceeds from the Global Offering and the unaudited pro forma adjusted net tangible assets attributable to equity shareholders of the Company per Share are converted from or into Hong Kong dollars (the “**HK\$**”) at an exchange rate of RMB0.9103 to HK\$1. No representation is made that HK\$ amounts have been, could have been or may be converted into RMB, or vice versa, at that rate.
- (5) The Group’s certain property interests located in the PRC, including certain construction in progress and leasehold land, as at 31 August 2025 have been valued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent property valuer, and the full text of the valuation report is set out in Appendix III. The above unaudited pro forma statement of adjusted net tangible assets does not take into account the surplus arising from the valuation of these property interests of the Group. Such surplus has not been recorded in the historical financial information as at 31 May 2025 set forth in the Accountants’ Report in the Appendix I to this Prospectus and will not be recorded in the consolidated financial statements of the Group in future periods according to the Group’s accounting policies. As the Group’s construction in progress is not available for use, no depreciation charge is recognised according to the Group’s accounting policies. As the Group’s leasehold land is stated at cost less accumulated depreciation and impairment loss (if any), had the leasehold land as at 31 May 2025 been recorded at the amount valued by the independent property valuer, additional annual depreciation of approximately RMB158,000 would be charged against the profit in the future periods.
- (6) No adjustment has been made to reflect any trading result or other transactions of the Group entered into subsequent to 31 May 2025.



KPMG
8th Floor, Prince's Building
Central, Hong Kong
G P O Box 50, Hong Kong
Telephone +852 2522 6022
Fax +852 2845 2588
Internet kpmg.com/cn

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

TO THE DIRECTORS OF GUANGDONG TIANYU SEMICONDUCTOR CO., LTD. (FORMERLY KNOWN AS DONGGUAN TIANYU SEMICONDUCTOR TECHNOLOGY CO., LTD.)

We have completed our assurance engagement to report on the compilation of pro forma financial information of Guangdong Tianyu Semiconductor Co., Ltd. (formerly known as Dongguan Tianyu Semiconductor Technology Co., Ltd.) (the “**Company**”) and its subsidiaries (collectively the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted net tangible assets as at 31 May 2025 and related notes as set out in Part A of Appendix II to the prospectus dated 27 November 2025 (the “**Prospectus**”) issued by the Company. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described in Part A of Appendix II to the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed offering of the H shares of the Company (the “**Global Offering**”) on the Group's financial position as at 31 May 2025 as if the Global Offering had taken place at 31 May 2025. As part of this process, information about the Group's financial position as at 31 May 2025 has been extracted by the Directors from the Group's historical financial information included in the Accountants' Report as set out in Appendix I to the Prospectus.

Directors' Responsibilities for the Pro Forma Financial Information

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).



Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Management 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements”, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants’ Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“**HKSAE**”) 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules, and with reference to AG 7 issued by the HKICPA.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of events or transactions as at 31 May 2025 would have been as presented.



A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our procedures on the pro forma financial information have not been carried out in accordance with attestation standards or other standards and practices generally accepted in the United States of America, auditing standards of the Public Company Accounting Oversight Board (United States) or any overseas standards and accordingly should not be relied upon as if they had been carried out in accordance with those standards and practices.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company's shares, the application of those net proceeds, or whether such use will actually take place as described in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

Opinion

In our opinion:

- a) the pro forma financial information has been properly compiled on the basis stated;
- b) such basis is consistent with the accounting policies of the Group, and



- c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

KPMG

Certified Public Accountants
Hong Kong

27 November 2025