VALUATION REPORT

Valuation Services in relation to

the Potential Disposal of Beijing Meishe Network Technology Co.,

Ltd.*北京美摄网络科技有限公司

* For identification purposes only

Prepared for:

China Digital Video Holdings Limited

Valuation Date:

31 December 2025

STRICTLY CONFIDENTIAL

Ref. No: P26-0026

The Board of Directors

19 March 2026

China Digital Video Holdings Limited

P.O. Box 309, Ugland House,

Grand Cayman KY1-1104, Cayman Islands

Dear Sirs / Madams,

Re: Valuation of 31.47% Equity Interest of Beijing Meishe Network Technology Co., Ltd.＊北京美**摄**网**络**科技

有限公司

In accordance with your instructions, MILES Valuation Advisory Limited ("**MILES**" or "**we**") has conducted valuation in connection with the fair value of the 31.47% equity interest of Beijing Meishe Network Technology Co., Ltd.＊北京美摄网络科技有限公司 ("Beijing Meishe" or the "**Target Company**") as of 31 December 2025 (the "**Valuation Date**"). We understand that China Digital Video Holdings Limited (the "**Company**", "**China Digital**" or "**you**") intends to dispose 31.47% equity interest of the Target Company (the "**Potential Transaction**").

It is our understanding that this appraisal is strictly addressed to the directors of the Company (the "**Directors**") and used for the Potential Transaction for your internal reference purpose. This report (the "**Report**") does not constitute an opinion on the commercial merits and structure of the Potential Transaction. We are not responsible for unauthorized use of the Report.

We accept no responsibility for the realization and completeness of any estimated data, or estimates furnished by or sourced from any third parties which we have used in connection with this Report. We assumed that financial and other information provided to us are accurate and complete.

This Report presents the summary of the business appraised, describes the basis of analysis and assumptions, and explains the analysis methodology adopted in this appraisal process to calculate the value.

BASIS OF ANALYSIS

We have appraised the fair value of 31.47% equity interest of the Target Company.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

COMPANY AND TRANSACTION BACKGROUND

China Digital (Stock code: 8280.HK) is an investment holding company that specializes in providing a comprehensive range of digital video technology solutions, services, and products. It researches, develops, and sells video-related and broadcasting equipment and software to TV broadcasters, new media operators, and digital video content providers across China.

Beijing Meishe is a high-tech enterprise that provides video and audio solutions, specializing in software development kits for mobile editing and video processing.

We understand that the Company intends to dispose 31.47% equity interest in the Target Company as previously defined as the Potential Transaction.

The Potential Transaction constitutes a major transaction for the Company. The Potential Transaction is subject to the reporting, announcement, circular and independent shareholders' approval requirements under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

As such, the Company engaged us as an independent valuer to assess the fair value of the 31.47% equity interest of the Target Company as of the Valuation Date.

SCOPE OF WORK

In conducting this valuation exercise, we have

- Co-ordinated with the Company's representatives to obtain the required information and documents for our valuation;

- Gathered the relevant information of the Target Company, including the legal documents, financial statements, etc. made available to us;

- Discussed with the Company and the Target Company to understand the history, business model, operations, business development plan of the Target Company for valuation purpose;

- Carried out research in the sector concerned and collected relevant market data from reliable sources for analysis;

- Studied the information of the Target Company made available to us and considered the basis and assumptions of our conclusion of value;

- Selected an appropriate valuation method to analyze the market data and derived the estimated fair value of the Target Company; and

- Compiled this Report on the valuation, which outlines our findings, valuation methodologies and assumptions, and conclusion of value.

When performing our valuation, all relevant information, documents, and other pertinent data concerning the assets, liabilities and contingent liabilities should have been provided to us. We relied on such data, records and documents in arriving at our opinion of value and had no reason to doubt the truth and accuracy of the information provided to us by the Company, the Target Company and their authorized representatives.

LIMITATIONS OF THE REPORT

The Report is addressed strictly to the Directors for their internal reference and, where relevant, for a basis for disclosure purpose under the requirement of the Listing Rules. Accordingly, the Report may not be used nor relied upon in any other connection by, and is not intended to confer any benefit on, any person (including without limitation the respective shareholders of the Company and the Target Company).

The Report does not constitute an opinion on the commercial merits and structure of the Potential Transaction. The Report does not purport to contain all the information that may be necessary or desirable to fully evaluate the Potential Transaction. We are not required to and have not conducted a comprehensive review of the business, technical, operational, strategic or other commercial risks and merits of the Potential Transaction and such remain the sole responsibility of the Directors and management of the Company (the "**Management**").

We have assumed and relied upon, and have not independently verified the accuracy, completeness and adequacy of the information provided or otherwise made available to us or relied upon by us in the Report especially for the financial information of the Target Company of the year ended 31 December 2025 provided by the Management, whether written or verbal, and no representation or warranty, expressed or implied, is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of all such information.

Moreover, our valuation has also relied upon other information obtained from public sources which we believe to be reliable. We accept no responsibility for accuracy and reliability of any information obtained from public sources.

INDEPENDENCE

We confirm that the professional staff assigned to this engagement acting independently and objectively. To the best of our knowledge, we have no conflicts of interest. We hereby confirm that we are independent of and not connected with the Company, the Target Company and have neither present nor prospective interests in the Company and the Target Company.

VALUATION ASSUMPTIONS OF EQUITY VALUE ANALYSIS

In arriving at our opinion of value, we have considered the following principal factors:

· the economic outlook for the region operated by the Target Company and specific competitive environments affecting the industry;

· the business risks of the Target Company;

· the nature and prospects of the industry of the Target Company is operating;

· the guideline companies engaging in business operations similar to the Target Company; and

· the legal and regulatory issues of the industry in general.

A number of general assumptions have to be made in arriving at our value conclusion. The key assumptions adopted in this valuation include:

· There will be no material change in the existing political, legal, technological, fiscal or economic conditions, which might adversely affect the business of the Target Company; and

· We have assumed that there are no hidden or unexpected conditions associated with the assets valued that might adversely affect the reported value. Further, we assume no responsibility for changes in market conditions after the Valuation Date.

VALUATION APPROACH

General Valuation Approaches

There are three generally accepted approaches to appraise the fair value of the equity value of the Target Company, namely Asset Based Approach, Income Approach, and Market Approach. All three of them have been considered regarding the valuation of the Target Company:

Asset Based Approach	The Asset Based approach is based on the general concept that the earning power of a business entity is derived primarily from its existing assets. It measures the value of a business by reference to the value of individual assets and liabilities. The assumption of this approach is that the value of a business is primarily a factor of the values of their holdings and is commonly adopted in the area of property investment and share investment portfolio situations.
Income Approach	The Income Approach provides an indication of value based on the principle that an informed buyer would pay no more than the present value of anticipated future economic benefits generated by the subject asset. The fundamental method for Income Approach is the discounted cash flow ("**DCF**") method. Under the DCF method, the value depends on the present value of future economic benefits to be derived from ownership of the enterprise. Thus, an indication of the equity value is calculated as the present value of the future free cash flow of a company less outstanding interest-bearing debt, if any. The future cash flow is discounted at the market-derived rate of return appropriate for the risks and hazards of investing in a similar business.
Market Approach	The Market Approach provides an indication of value by comparing the subject asset to similar assets that have been sold in the market, with appropriate adjustments for the differences between the subject asset and the assets that are considered to be comparable to the subject asset. Under the Market Approach, the guideline public company method computes a price multiple for publicly listed companies that are considered to be comparable to the subject asset and then applies the result to a base of the subject asset. The comparable transaction method computes a price multiple using recent sales and purchase transactions of assets that are considered to be comparable to the subject asset and then applies the result to a base of the subject asset.

Selected Valuation Approach

Each of the abovementioned approaches is appropriate in one or more circumstances, and sometimes, two or more approaches may be used together. Whether to adopt a particular approach will be determined by the most commonly adopted practice in valuing business entities that are similar in nature. In this appraisal regarding the fair value of the equity value of the Target Company, we applied the Market Approach due to the following reasons:

· Asset Based Approach is not appropriate in current appraisal as it assumed the assets and liabilities of the Target Company are separable and can be sold separately. Besides, it fails to consider an adequate return on the assets used in the business. This methodology is more appropriate for the industry that its assets are highly liquid, like property development and financial institution. Thus, Asset Based Approach is not adopted in this valuation.

· Income Approach is also considered inappropriate as plenty of assumptions were involved in formulating the financial projections of the Target Company, and the assumptions are unobservable and subjective. Given that improper assumptions will impose significant impact on the fair value, Income Approach is not adopted in this valuation.

· Fair value arrived from Market Approach reflects the market expectations over the corresponding industry as the price multiples of the guideline companies were arrived from market consensus. Since there are sufficient public companies in similar nature and business to that of the Target Company, their market values are good indicators of the industry of the Target Company. Therefore, Market Approach has been adopted in this valuation.

There are two methods commonly used in performing Market Approach, namely comparable transactions method and guideline public company method.

Selected Valuation Approach (Cont'd)

The comparable transactions are selected with reference to the following selection criteria:

- The primary industry of the acquiree(s) is being in the industry of Application Software, as extracted from S&P Capital IQ;

- The principal business of the acquiree(s) is primarily engaged in the development and provision of B2B video-processing technology solutions, including technologies related to video rendering, video engine development, and real-time video processing software;

- The transaction(s) was closed between January 2025 and December 2025; and

- The financial information of the transaction(s) and the acquiree(s) is available to the public.

Based on the above selection criteria, there was no comparable transaction with the acquiree engaging in similar businesses as the Target Company during the selected period. Given the fact that no recent comparable transaction can be identified, we consider that the comparable transaction method is not appropriate for the valuation of the equity interest in the Target Company.

Guideline public company method is therefore selected as the primary method for the valuation of the equity interest in the Target Company. By adopting guideline public company method, we have to select the appropriate guideline public companies. The selection of the guideline public companies was based on the comparability of the overall industry sector. Although no two companies are ever exactly alike, behind the differences there are certain business universals such as required capital investment and overall perceived risks and uncertainties that guided the market in reaching the expected returns for companies with certain similar attributes.

Selected Valuation Approach (Cont'd)

The guideline public companies are selected with reference to the following selection criteria:

· The primary industry of the companies is being in the industry of Application Software, as extracted from S&P Capital IQ;

· The principal business of the companies is primarily engaged in the development and provision of B2B video-processing technology solutions, including technologies related to video rendering, video engine development, and real-time video processing software, with over 50% of the revenue generated from such related business;

· Given there are insufficient comparable companies with the aforementioned criteria listed in the Mainland China and Hong Kong, the search is therefore extended to comparable companies that are publicly listed in all global major stock exchanges, including but not limited to exchanges in the United States, Hong Kong, Mainland China, and other developed capital markets, where sufficient market liquidity and regulatory disclosure standards are present; and

· The financial information of the companies is available to the public.

During our research process, as obtained on the best effort basis with the abovementioned criteria, we have identified an exhaustive list of 8 guideline public companies that is comparable with the Target Company.

Selected Valuation Approach (Cont'd)

Description of the selected guideline public companies are listed as follows:

#	Company Name	Stock Code	Listing Location
1)	Agora, Inc. ("**Agora**")	API-US	The United States

Business Description
Agora, Inc., through its subsidiaries, engages in the operation of a real-time engagement platform-as-a-service in the United States, the People's Republic of China, and internationally. Its cloud platform enables real-time engagement for concurrent end users which offers developers products, such as video calling, voice calling, interactive live streaming, broadcast streaming, chat, signaling, interactive whiteboard, conversational AI engine and conversational AI toolkit for IoT devices, and others. The company also provides extensions, including analytics, recording, AI noise suppression, 3D spatial audio technology, real-time transcription, and extensions marketplace for solutions and services. In addition, it offers application platforms comprising flexible classroom, a low-code application platform as a service for education providers; and app builder, a no-code application platform.

FY2024 Revenue Contribution from Business Segment(s) Relevant to the Business of the Target Company [1,2]
Revenue related to video-processing technology solutions (100%)

Source: S&P Capital IQ

(1) Based on the latest annual financial data as of the Valuation Date from FactSet.

(2) Based on the annual report of Agora for the year ended 31 December 2024.

Selected Valuation Approach (Cont'd)

Description of the selected guideline public companies are listed as follows:

#	Company Name	Stock Code	Listing Location
2)	Ai-Media Technologies Limited ("**Ai-Media**")	AIM-AU	Australia
Business Description			
Ai-Media Technologies Limited provides captioning, transcription, and translation products and services in Australia, New Zealand, Singapore, Malaysia, North America, and the United Kingdom. It offers LEXI AI-Powered Captioning Tool Kit, an automatic captioning solution that offers captioning, translation, archiving and search, and disaster recovery solutions. The company also provides caption delivery solutions, including IP video and SDI caption encoders; caption display solutions, such as LEXI viewer and Ai-Live; captioning services, which includes LEXI recorded and text live automatic captioning, human captioning, and translation solutions; and iCap Cloud Network, a caption delivery network.			
FY2024 Revenue Contribution from Business Segment(s) Relevant to the Business of the Target Company [1,2]			
Revenue related to video-processing technology solutions (63.33%)			

Source: S&P Capital IQ

(1) Based on the latest annual financial data as of the Valuation Date from FactSet.

(2) Based on the annual report of Ai-Media for the year ended 30 June 2025.

Selected Valuation Approach (Cont'd)

Description of the selected guideline public companies are listed as follows:

#	Company Name	Stock Code	Listing Location
3)	ArcSoft Corporation Limited ("**ArcSoft**")	688088-CN	China

Business Description
ArcSoft Corporation Limited operates as an algorithm and software solution provider in the computer vision industry worldwide. It offers image and video solutions for front and rear-facing smartphone cameras to assist phone manufacturers; camera solutions, including performance optimizations, network SDKs, and full customizable applications for various platforms; motion sensing controller solutions; refrigerator software; automobile digital video recorders solutions; projector solutions; and live video broadcasting apps.
FY2024 Revenue Contribution from Business Segment(s) Relevant to the Business of the Target Company [1,2]
Revenue related to video-processing technology solutions (82.96%)

Source: S&P Capital IQ

(1) Based on the latest annual financial data as of the Valuation Date from FactSet.

(2) Based on the annual report of Arcsoft for the year ended 31 December 2024.

Selected Valuation Approach (Cont'd)

Description of the selected guideline public companies are listed as follows:

#	Company Name	Stock Code	Listing Location
4)	Beamr Imaging Ltd. ("**Beamr**")	BMR-US	The United States

Business Description
Beamr Imaging Ltd. provides video encoding, transcoding, and optimization solutions in the United States, Israel, and internationally. It offers a suite of video compression software encoder solutions, including Beamr 4 H.264, Beamr 4X H.264 content adaptive, Beamr 5 HEVC, and Beamr 5X HEVC content adaptive encoders; Beamr JPEGmini photo optimization software solutions for reducing joint photographic experts group file sizes; and Beamr Cloud, a cloud-based Beamr HW-accelerated content adaptive encoding SaaS solution. The company serves tier one over-the-top, content distributors, video streaming platforms, and Hollywood studios.
FY2024 Revenue Contribution from Business Segment(s) Relevant to the Business of the Target Company [1,2]
Revenue related to video-processing technology solutions (100%)

Source: S&P Capital IQ

(1) Based on the latest annual financial data as of the Valuation Date from FactSet.

(2) Based on the annual report of Beamr for the year ended 31 December 2024.

Selected Valuation Approach (Cont'd)

Description of the selected guideline public companies are listed as follows:

#	Company Name	Stock Code	Listing Location
5)	Codemill AB ("**Codemill**")	CDMIL-SE	Sweden
Business Description			
CodeMill AB (publ) provides media workflow applications in Sweden and internationally. It offers Accurate.Video, a web-based platform for video production created for media and other companies; Accurate Player SDK, a cloud based video player; and Cantemo, a media management platform that helps customers order and structure in their media library. The company also provides digital services; and software development and technical services for video and media companies.			
FY2024 Revenue Contribution from Business Segment(s) Relevant to the Business of the Target Company [1,2]			
Revenue related to video-processing technology solutions (100%)			

Source: S&P Capital IQ

(1) Based on the latest annual financial data as of the Valuation Date from FactSet.

(2) Based on the annual report of Codemill for the year ended 31 December 2024.

Selected Valuation Approach (Cont'd)

Description of the selected guideline public companies are listed as follows:

#	Company Name	Stock Code	Listing Location
6)	Morpho, Inc. ("**Morpho**")	3653-JP	Japan

Business Description

Morpho, Inc. engages in the research and development of artificial intelligence and image processing technologies in Japan, the United States, China, South Korea, Europe, and internationally. The company offers Morpho Automotive Suite, an AI Solution for Automotive Field; Morpho Deep Deblur, which uses AI to eliminate various types of blurring from images; MorphoVideo Summary, a video summarization technology that uses AI to extract scenes from video data; Morpho Image Refiner, a hybrid product that includes PhotoSolid and Morpho HDR functions in a single library; SOFTGYRO, an embedded software for estimating motion between consecutive image frames; PhotoSolid, a software for electronic camera shake correction for still images and noise removal; Morpho HDR, a correction technique for still images that can generate HDR images by synthesizing multiple images with captured with different exposures; MovieSolid and Morpho Hyperlapse are electronic image stabilization and reproduction technologies for moving pictures. It also provides MovieSolid 3D, a video stabilization; Morpho Video Denoiser, Morpho Video Denoiser Lite, and Morpho Video Denoiser Pro for noise reduction in video; Morpho Video Processing Solutions, a video processing software package developed for video production; Morpho WDR and Morpho Video WDR, a DR-Corrected Image Generation platform; Morpho Panorama GP, an embedded software for generating a wide-angle panorama in both horizontal and vertical directions; Morpho Panorama Selfie, an embedded software for generating panoramic self-portraits; Morpho Effect Library and Morpho Rapid Effect are embedded software programs for providing 135 different types of image effects; Morpho Super-Zoom and Morpho Super-Resolution; Morpho Frame Interpolator; Morpho Smooth Zoom; Morpho Motion Sensor; and SoftNeuro.

FY2024 Revenue Contribution from Business Segment(s) Relevant to the Business of the Target Company [1,2]

Revenue related to video-processing technology solutions (100%)

Source: S&P Capital IQ

(1) Based on the latest annual financial data as of the Valuation Date from FactSet.

(2) Based on the annual report of Morpho for the year ended 31 October 2024.

Selected Valuation Approach (Cont'd)

Description of the selected guideline public companies are listed as follows:

#	Company Name	Stock Code	Listing Location
7)	Vidhance AB ("**Vidhance**")	VIDH-SE	Sweden
Business Description			
Vidhance AB (publ) provides video enhancement software solution in Sweden and internationally. The company offers Vidhance SDK that integrates into the hardware abstraction layer or application layer to support in selecting method based on product design and desired outcome; and intelligent sensor, and data and image analysis solutions to improve video quality from moving cameras to consumers and professional users. Its solutions are used in smartphones, telemedicine, field service, security and law enforcement, drones, and other applications.			
FY2024 Revenue Contribution from Business Segment(s) Relevant to the Business of the Target Company [1,2]			
Revenue related to video-processing technology solutions (100%)			

Source: S&P Capital IQ

(1) Based on the latest annual financial data as of the Valuation Date from FactSet.

(2) Based on the annual report of Vidhance for the year ended 31 December 2024.

Selected Valuation Approach (Cont'd)

Description of the selected guideline public companies are listed as follows:

#	Company Name	Stock Code	Listing Location
8)	Qbrick AB ("**Qbrick**")	QBRICK-SE	Sweden

Business Description
Qbrick AB (publ) provides SaaS-based software solutions in video and film production for companies, governments, and the gaming industry in Sweden and internationally. The company offers a cloud-based technical platform that allows companies and organizations to create, edit, process, store, and distribute live and pre-recorded video. It also provides interactive services where viewers can engage in broadcasts, such as video shopping, live events, or financial company communication.
FY2024 Revenue Contribution from Business Segment(s) Relevant to the Business of the Target Company [1,2]
Revenue related to video-processing technology solutions (100%)

Source: S&P Capital IQ

(1)   Based on the latest annual financial data as of the Valuation Date from FactSet.

(2)   Based on the annual report of Qbrick for the year ended 31 December 2024.

Selected Valuation Approach (Cont'd)

Overview of key financial information of the selected guideline public companies as of the Valuation Date are listed as follows:

#	Company Name	Stock Code	Reporting Currency	Revenue	EBITDA	Net Income	Net Asset Value
1)	Agora	API-US	USD'million	138	(6)	5	567
2)	Ai-Media	AIM-AU	AUD'million	65	3	(2)	75
3)	ArcSoft	688088-CN	CNY'million	856	-	230	2,663
4)	Beamr	BMR-US	USD'million	3	(5)	(5)	18
5)	Codemill	CDMIL-SE	SEK'million	74	19	3	50
6)	Morpho	3653-JP	JPY'million	3,281	90	(69)	3,469
7)	Vidhance	VIDH-SE	SEK'million	23	(29)	(24)	37
8)	Qbrick	QBRICK-SE	SEK'million	30	(0)	(11)	17

Source: FactSet

Selected Valuation Approach (Cont'd)

As the majority of revenue of the above guideline public companies are generated from the video-processing technology solutions related business, these guideline public companies, together with the Target Company, are considered to be comparable as they are similarly subject to fluctuations in the economy and performance of the video-processing technology industry. Thus, we consider they are confronted with similar industry risks and rewards.

Adopted Valuation Multiples

After selecting the abovementioned guideline public companies, we have to determine the appropriate valuation multiples for the valuation of the Target Company, in which we have considered price-to-book ("**P/B**"), price-to-sales ("**P/S**"), enterprise value/sales ("**EV/S**"), price-to-earnings ("**P/E**") and enterprise value/earnings before interests, taxes, depreciation and amortisation ("**EV/EBITDA**") multiples.

P/B multiple is considered not appropriate for this valuation because book value captures only the tangible assets of a company which, if a company creates any added market value (as reflected by a P/B multiple of larger than one), should have its own intangible competencies and advantages. These intangible company-specific competencies and advantages are not captured in the P/B multiple and so in general, the equity's book value has little bearing with its fair value. Given that the Target Company is not a tangible asset-focused company, the P/B multiple is considered not a good measurement of the fair value of the Target Company and is not adopted in this valuation.

EV/EBITDA and P/E multiples are considered not applicable as the Target Company is loss-making, no meaningful multiples can be generated for reference. Thus, EV/EBITDA and P/E multiples are not adopted in this valuation.

EV/S multiple was preferred over P/S multiple since it could capture the differences in capital structure (i.e. net cash/(debt)) between the Target Company and guideline public companies. Therefore, we have selected EV/S multiple as the appropriate methodology for the valuation of the Target Company as of the Valuation Date.

Adopted Valuation Multiples (Cont'd)

The EV/S multiples of guideline public companies are as follows:

No	Company Name	Stock Code	Currency	Market Capitalization as of 31 December 2025[1]	Enterprise Value[1]	Trailing 12-months ("LTM") Revenue[1]	EV/S Multiple
1	Agora	API-US	USD'million	381	287	138	2.08x
2	Ai-Media	AIM-AU	AUD'million	166	150	65	2.31x
3	ArcSoft	688088-CN	CNY'million	19,858	19,858	856	23.20x
4	Beamr	BMR-US	USD'million	24	13	3	4.11x
5	Codemill	CDMIL-SE	SEK'million	208	180	74	2.43x
6	Morpho	3653-JP	JPY'million	4,352	1,837	3,281	0.56x
7	Vidhance	VIDH-SE	SEK'million	34	34	23	1.51x
8	Qbrick	QBRICK-SE	SEK'million	22	22	30	0.75x
	Maximum						23.20x
	Minimum						0.56x
	Median[2]						**2.20x**

Notes:

(1) Data sourced from FactSet database and annual reports of the guideline public companies. The enterprise values of the guideline public companies are computed based on their market capitalization as of 31 December 2025. Revenue data are based on the LTM financial data of the guideline public companies available as of the Valuation Date.

(2) Median and average share the same role in understanding the central tendency of a sets of numbers. Median, which would not be affected by extreme values, is regarded a better mid-point measure for skewed number distributed. Hence, median is adopted to derive the result, which we consider to be a more reasonable approach to prevent the outliners from distorting the result.

VALUATION RESULT

	RMB'000
LTM Revenue of the Target Company [1],[2]	28,657
Adopted Median EV/S Multiple	2.20x
Enterprise Value of the Target Company	**62,919**
Add: Cash and Cash Equivalents[1]	27,592
Less: Debt[1]	-
Less: Minority Interest [1]	-
100% Equity Value of the Target Company (Marketable)	**90,511**
Less: Lack of Marketability Discount ("**LOMD**") [3] 15.6%	(14,120)
100% Equity Value of the Target Company (Non-Marketable)	**76,391**
Shareholding Percentage held by the Company	31.47%
31.47% Equity Value of the Target Company (Non-Marketable)	**24,040**

Notes:

(1) Sourced from the financial statement of the Target Company as of 31 December 2025 provided by the Management.

(2) The LTM revenue amount is based on revenue data from 1 January 2025 to 31 December 2025 provided by the Management.

VALUATION RESULT (CONT'D)

Notes: (Cont'd)

(3) LOMD reflects the fact that there is no ready market for shares in a closely held company. Ownership interests in closely held companies are typically not readily marketable compared to similar interests in publicly listed companies. Therefore, a share of stock in a privately held company is usually worth less than an otherwise comparable share in a publicly listed company.

As the shares of the Target Company are unlikely to be listed on any major stock exchange or be marketable in the near future, the ownership interest in the Target Company is not readily marketable. The EV/S multiple adopted in the valuation was calculated from public listed companies, which represents marketable ownership interest; fair value calculated using such EV/S multiple, therefore, represents the marketable interest. Thus, LOMD was adopted to adjust such marketable interest fair value to non-marketable interest fair value.

A LOMD is estimated based on the report "Stout Restricted Stock Study Companion Guide (2024 edition)" by Stout Risius Ross, LLC, with reference to 15.6% median discount.

CONCLUSION OF VALUE

Based on our investigation and analysis method employed, it is our opinion that the fair value of the 31.47% equity interest in the Target Company as of the Valuation Date is RMB 24,040k.

The conclusion of the fair value was based on generally accepted valuation procedures and practices that rely extensively on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained.

We hereby certify that we have neither present nor prospective interests in the Company nor the value reported.

Yours faithfully,

For and on behalf of

MILES Valuation Advisory Limited

Leo K W HUNG

CPA

Director

Analyzed and Reported by:

Brian K Y Ho

CPA

Senior Analyst

APPENDIX – GENERAL LIMITATIONS AND CONDITIONS

This Report was prepared based on the following general assumptions and limiting conditions:

- All data, including historical financial data, which we relied upon in reaching opinions and conclusions or set forth in the Report are true and accurate to our best knowledge. Whilst reasonable care has been taken to ensure that the information contained in the Report is accurate, we cannot guarantee its accuracy and we assume no liability for the truth or accuracy of any data, opinions, or estimates furnished by or sourced from any third parties which we have used in connection with the Report.

- We also assume no responsibilities in the accuracy of any legal matters. In particular, we have not carried out any investigation on the title of or any encumbrances or any interest claimed or claimable against the property appraised. Unless otherwise stated in the Report, we have assumed that the owner's interest is valid, the titles are good and marketable, and there are no encumbrances that cannot be identified through normal processes.

- The value opinion presented in this Report is based on the prevailing or then prevailing economic conditions and on the purchasing power of the currency stated in the Report as of the date of analysis. The date of value on which the conclusions and opinions expressed apply is stated in this Report.

- This Report has been prepared solely for the use or uses stated. Except for extraction of or reference to the Report by the Company, its financial advisor and/or its independent financial advisor for their respective work in relation to the Potential Transaction or pursuant to any applicable laws, rules or regulation or requirement of any competent regulatory authorities, it is not intended for any other use or purpose or use by any third parties. We hereby disclaim that we are not liable for any damages and/or loss arisen in connection with any such unintended use.

APPENDIX – GENERAL LIMITATIONS AND CONDITIONS (CONT'D)

- Prior written consent must be obtained from MILES Valuation Advisory Limited for publication of this Report. No part of this Report (including without limitation any conclusion, the identity of any individuals signing or associated with this Report or the firms/companies with which they are connected, or any reference to the professional associations or organisations with which they are affiliated or the designations awarded by those organisations) shall be disclosed, disseminated or divulged to third parties by any means of publications such as prospectus, advertising materials, public relations, news.

- We assume all applicable laws and governmental regulations are being complied with unless otherwise stated in this Report. We have also assumed responsible ownership and that all necessary licenses, consents, or other approval from the relevant authority or private organisations have been or to be obtained or renewed for any use that is relevant to value analysis in this Report.