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28 October 2026

To the Independent Board Committee
and the Independent Shareholders of
Zhi Sheng Group Holdings Limited

Dear Sir or Madam,

MAJOR AND CONNECTED TRANSACTION ACQUISITION OF EQUITY INTEREST AND SALE LOAN IN THE TARGET COMPANY

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Acquisition, details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in the circular dated 28 October 2026 issued by the Company to the Shareholders (the "**Circular**"), of which the letter forms part. Our appointment as the Independent Financial Adviser has been approved by the Independent Board Committee. Terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 18 September 2026 (after trading hours), the Purchaser and the Vendor entered into the Sale and Purchase Agreement, pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, (i) the Sale Shares and (ii) the Sale Loan at the Consideration.

Upon Completion, the Target Company will become a direct non-wholly owned subsidiary of the Company and the financial results of the Target Group will be consolidated into that of the Company.

As the highest applicable percentage ratio (as defined in Rule 19.07 under the GEM Listing Rules) of the Acquisition exceeds 25% but all applicable percentage ratios are less than 100%, the Acquisition constitutes a major transaction of the Company subject to notification, announcement, circular and Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

As at the Latest Practicable Date, the Vendor, Mr. Ma, is an executive Director and a substantial Shareholder who is beneficially interested in 26,330,040 Shares, representing approximately 14.13% of the existing issued share capital of the Company, through Sun Universal Limited and is therefore a connected person of the Company. Accordingly, the Acquisition constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. Given that the highest applicable percentage ratio (as defined under the GEM Listing Rules) in respect of the Acquisition is more than 5%, the Acquisition is subject to reporting, announcement, circular and the Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

An Independent Board Committee, comprising all independent non-executive Directors, have been established to advise the Independent Shareholders in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder. We, Nuada Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

During the past two years immediately preceding the date of our appointment, save for this appointment as the Independent Financial Adviser in respect of the Acquisition, there were no other engagements between (a) Nuada; and (b) the Group and the Vendor. Apart from normal professional fees for our services to the Company in connection with the aforesaid appointment, no other arrangement exists whereby we have received/will receive any fees and/or benefits from the Group and the Vendor or any other parties that could reasonably be regarded as relevant to our independence. Save for this appointment as the Independent Financial Adviser in respect of the Acquisition and normal professional fees for our services to the Company in connection with this appointment, there are no other relationships or interests between (a) Nuada; and (b) the Group and the Vendor and, where applicable, their respective substantial shareholders, subsidiaries and associates. Accordingly, we consider that we are independent pursuant to Rule 17.96 of the GEM Listing Rules to act as the Independent Financial Adviser to give independent advice on the Acquisition.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the accuracy of the statements, information, opinions and representations contained or referred to in the Circular and the information and representations provided to us by the Company, the Directors and the management of the Company (the "**Management**"). We have no reason to believe that any information or representation relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have assumed that all information, representations and

opinions contained or referred to in the Circular, which have been provided by the Company, the Directors and the Management and for which they are solely and wholly responsible, were true and accurate at the time when they were made and continue to be true up to the date of the EGM. Should there be any material changes to the information, representations and opinions contained or referred to in the Circular, which have been provided by the Company, the Directors and the Management and our opinions and/or recommendation after the despatch of the Circular, the Shareholders would be notified as soon as possible.

The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in the 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 the Circular misleading.

Our review and analysis were based upon, among other things, the information provided by the Company including the Circular, and certain published information from the public domain including the annual reports of the Company for the financial years ended 30 June 2025 ("**Annual Report 2025**") and 30 June 2026 ("**Annual Report 2026**") respectively.

We consider that we have reviewed sufficient information, including relevant information and documents provided by the Company, the Directors and the Management and the information published by the Company, to enable us to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our opinions and advice. We have not, however, carried out any independent verification of the information provided by the Company, the Directors and the Management, nor have we conducted an independent in-depth investigation into the business and affairs, financial condition and prospects of the Group.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our advice in respect of the Acquisition, we have taken into consideration the following principal factors and reasons:

1. Background Information of the Group, the Vendor and the Target Group

(a) Information of the Group

The Company is an investment holding company. The Group is principally engaged in the manufacture and sale of furniture products and sells its products to the domestic PRC market, and is also engaged in the data centre business.

The tables below summarises the key financial information of the Group for the financial years ended 30 June 2024 ("**FY2024**"), 30 June 2025 ("**FY2025**") and 30 June 2026 ("**FY2026**") as respectively extracted from the Annual Report 2025 and the Annual Report 2026.

Extract of Consolidated Statement of Profit or Loss

	For the year ended 30 June		
	2026	**2025**	**2024**
	RMB'000	*RMB'000*	*RMB'000*
	(Audited)	*(Audited)*	*(Audited)*
Revenue	78,715	69,445	57,476
Gross profit	14,692	15,067	3,685
Selling and distribution expenses	(7,396)	(7,284)	(6,629)
Administrative and other expenses	(13,906)	(15,711)	(19,185)
Impairment loss on assets	(7,855)	(2,329)	(6,947)
Finance costs	(4,833)	(2,248)	(7,395)
Loss for the year	(19,216)	(14,712)	(38,911)

Financial performance for FY2025 as compared with FY2024

The Company recorded a revenue of approximately RMB69.4 million for FY2025, representing an increase of approximately RMB11.9 million or approximately 20.8% as compared with that of approximately RMB57.5 million for FY2024. According to the Annual Report 2025 and as discussed with the Management, such increase was mainly attributable to the increase in revenue from the manufacture and sale of furniture products segment by approximately RMB14.2 million, which in turn was driven by the growth of revenue from Shangcheng Smart Home (Dongguan) Co., Ltd.* (尚誠智能家居（東莞）有限公司) ("**Shangcheng Smart**"), a company established by the Group in FY2024 to diversify its furniture operations as soon as possible to disperse the risks associated with a single market and strove to stabilise the Group's revenue The Company recorded a gross profit of approximately RMB15.1 million for FY2025, representing an increase of approximately RMB11.4 million or approximately 308.1% as compared with that of approximately RMB3.7 million for FY2024. According to the Annual Report 2025 and as discussed with the Management, such increase was mainly attributable to (i) the strengthened inventory management and reduction slow moving inventory losses, leading to a reversal of provision for loss of inventories; and (ii) the contribution of Shangcheng Smart which recorded substantial growth in FY2025. The Company recorded a loss for the year of approximately RMB14.7 million as compared with that of approximately RMB38.9 million, representing a reduction of loss by approximately RMB24.2 million. According to the Annual Report 2025 and as discussed with the Management, such improvement was mainly attributable to (i) the increase in gross profit by approximately RMB11.4 million as discussed above; (ii) the decrease in administrative and other expenses by approximately RMB3.5 million, which in turn was contributed by strictly implemented control measures in response to the industry downturn; (iii) the decrease in impairment loss on assets by approximately RMB4.6 million, which in turn was mainly due to reversal of impairment on trade receivables and other receivables in FY2025; and (iv) the decrease in finance costs by approximately RMB5.2 million, which in turn was mainly due to the redemption of convertible bonds in FY2024 and hence no amortisation of interest expense in FY2025.

Financial performance for FY2026 as compared with FY2025

The Company recorded a revenue of approximately RMB78.7 million for FY2026, representing an increase of approximately RMB9.3 million or approximately 13.3% as compared with that of approximately RMB69.4 million for FY2025. According to the Annual Report 2026 and as discussed with the Management, such increase was mainly attributable to the increase in revenue from the manufacture and sale of furniture products segment by approximately RMB10.6 million, which in turn was driven by the growth of revenue from Shangcheng Smart due to the continued optimisation of production processes, steady improvements in product quality and production efficiency, and the progressive enhancement of the after-sales service system. The Company recorded a gross profit of approximately RMB14.7 million for FY2026 as compared with that of approximately RMB15.1 million for FY2025, which remained relatively stable. The Company recorded a loss for the year of approximately RMB19.2 million for FY2026 as compared with that of approximately RMB14.7 million for FY2025, representing an increase of approximately RMB4.5 million or approximately 30.6%. According to the Annual Report 2026 and as discussed with the Management, this was mainly attributable to increase of provision for impairment of goodwill of approximately RMB5.6 million for FY2026.

Extract of Consolidated Statement of Financial Position

	As at 30 June	
	2026	**2025**
	RMB'000	*RMB'000*
	(Audited)	*(Audited)*
Non-current assets	45,169	57,950
− Right-of-use assets	36,427	39,155
− Goodwill	7,550	17,135
Current assets	165,478	70,992
− Inventories	8,530	6,810
− Trade, lease and other receivables	42,360	21,606
− Cash and cash equivalents	113,834	42,171
Current liabilities	135,189	57,842
− Trade and other payables	38,041	37,395
− Convertible bonds	93,001	16,444
Net current assets	30,289	13,150
Non-current liabilities	36,437	35,907
− Lease liabilities	9,738	10,499
− Amounts due to a substantial shareholder	26,699	25,408
Net assets	39,021	35,193

As stated in the Annual Report 2026, the Group's net current assets increased by approximately RMB17.1 million, from approximately RMB13.2 million as at 30 June 2025 to approximately RMB30.3 million as at 30 June 2026. This change resulted from an increase in current assets of approximately RMB94.5 million, which was partially offset by an increase in current liabilities of approximately RMB77.4 million. According to the Annual Report 2026 and as discussed with Management, the primary drivers were an increase in cash and cash equivalents by approximately RMB71.6 million and an increase in trade, lease and other receivables by approximately RMB20.8 million on the asset side, alongside an increase convertible bonds by approximately RMB76.6 million on the liability side. Net assets of the Group increased from approximately RMB35.2 million as at 30 June 2025 to RMB39.0 million as at 30 June 2026, representing an increase by approximately RMB3.8 million. According to the Annual Report 2026 and as discussed with Management, such increase was mainly due to the increase in net current assets as stated above and partially offset by the decrease in goodwill by approximately RMB9.6 million respectively.

(b) Information of the Vendor

The Vendor is Mr. Ma, an executive Director and a substantial Shareholder. As at the Latest Practicable Date, Mr. Ma is interested in 26,330,040 Shares, representing approximately 14.13% of the existing issued share capital of the Company through Sun Universal Limited, a company wholly owned by Mr. Ma.

(c) Information of the Target Group

The Target Company

The Target Company is an investment holding company incorporated in the British Virgin Islands with limited liability and is owned as to approximately 51.94% and approximately 48.06% by the Vendor and Speed Ventures Limited, respectively. Speed Ventures Limited is an investment holding vehicle of a registered limited partnership fund (the "**Fund**"), of which the director and shareholder of the general partner of the Fund is Mr. Man.

Haoyang DC1

Haoyang DC1 is an investment holding company incorporated in Singapore with limited liability and is wholly owned by the Target Company.

Thai Company

The Thai Company is a private company limited by shares incorporated under the laws of Thailand and is principally engaged in investment holding. It is owned as to 200,199,999 of the 200,200,000 issued shares by Haoyang DC1, with the remaining one share held by an individual in order to satisfy the minimum number of shareholders requirement under the laws of Thailand.

Thai Data Centre Company

The Thai Data Centre Company is a private company limited by shares incorporated under the laws of Thailand. It is owned as to 51% by the Thai Company and 49% by CEWA Green. It is principally engaged in the provision of data centre services.

Financial information of the Target Group

Set out below are the summary of the audited financial information of the Target Group for (i) the period from 23 January 2025 (being the earliest date of incorporation of the companies comprising the Target Group) to 30 June 2025 and (ii) the year ended 30 June 2026:

	For the period from 23 January 2025 to 30 June 2025	**For the year ended 30 June 2026**
	RMB'000	*RMB'000*
Revenue	–	–
Net loss before taxation	(520)	(3,503)
Net loss after taxation	(520)	(3,599)

The audited net assets of the Target Group as at 30 June 2026 was approximately RMB164.0 million.

2. Reasons for and Benefits of the Acquisition

(a) Existing business

As disclosed in the Letter from the Board, the Board has no intention to cease, scale down, or dispose of either its furniture business or existing data centre leasing business within the next 12 months following Completion. To maintain stable operating cash flows, the Group will consolidate its furniture base by refining supply chain management, accelerating inventory turnover, and strictly controlling expenses without immediate investment plans. To diversify income sources and mitigate concentration risks across distinct business natures, the Group operates its PRC data centre leasing business via Beijing Wannuotong Technology Company Limited, a 50%-controlled joint venture enterprise of the Group, serving key corporate clients using internal resources. Adapting to shifts toward cloud computing and AI-driven demand, the Group is transitioning its data centre operations from a traditional "sublessor" asset-light model to a "self-owned and self-operated" asset-heavy model–gaining direct control over land, power, and green energy infrastructure to position itself as a provider of next-generation intelligent computing infrastructure. To strategically expand its data centre business, the Group acquired land use rights in Inner Mongolia in 2025 for a new self-owned

facility in Hohhot City. Subsequently, the Group secured a tender award and order from a leading social media platform for approximately 500 megawatts of processing capacity, with initial deliveries expected to begin in May 2027 while construction, scheduling, and funding plans are being finalized. Please refer to the Letter from the Board for further details regarding the existing business of the Group.

(b) Expansion of overseas presence in Thailand

As disclosed in the Letter from the Board, it has been the Group's business strategy to expand its data centre business in Thailand and to provide data centre services to top tier internet companies in Thailand with multiple-year contracts. The Thailand data centre market serves as a critical foothold for the Group's expansion into the international data centre business and a core strategic layout to capture the overseas expansion needs of Chinese artificial intelligence customers. It has also been a long term goal of the Group to build and manage its own multi-tenant hyperscale artificial intelligence data centre.

As disclosed in the Letter from the Board, the Company was granted the June 2025 Call Option (which has been terminated) and subsequently the March 2026 Call Option to request the transfer of the Sale Shares, being the majority interest in the Target Company which indirectly owns Thai Data Centre Company (which has owned the Land since the completion of the Land SPA), and the assignment of loan. Please refer to the Letter from the Board for further details of the background and commercial rationale of the June 2025 Call Option, the March 2026 Call Option Deed and the Land SPA.

As disclosed in the Letter from the Board, although the Target Group was newly set up for the Project, it has obtained the land title (around February 2026), substantially completed water and electricity infrastructure, entered construction and supplier contracts, and begun construction. It received a tender award on 15 July 2026 and signed a 10-year Service Contract on 28 July 2026 worth approximately US$1.6 billion (excluding power charges). Construction is expected to complete in 2027, with colocation services commencing in first quarter of 2027. By exercising the March 2026 Call Option, the Company will acquire a majority interest in the Target Group, supporting the Enlarged Group's overseas expansion and its focus on Thailand as a regional computing hub for PRC customers, especially in the AI sector.

As disclosed in the Letter from the Board, the Project requires substantial funding, i.e. approximately US$700 million up to first delivery under the Service Contract, expected to be mainly financed by bank borrowings, though no binding financing agreement has yet been reached. The Group may conduct ordinary-course fundraising but does not expect this to materially change its shareholder structure or de facto control. Mr. Chatchaval, through CEWA Green, is a shareholder in the Project and a key member of the family controlling the Charoen Pokphand Group. The Group believes that his experience and connections will support the data centre business in Thailand. Mr. Chatchaval is also the first subscriber under the Specific Mandate CB Subscription and becomes a substantial shareholder of the

Company interested in approximately 12.07% of the issued share capital of the Company after conversion of relevant convertible bonds. The investment by CEWA Green in the Thai Data Centre Company therefore represents a continuation of Mr. Chatchaval's support for the development of the Group's data centre business in Thailand.

The Acquisition represents the culmination of the arrangements commenced in June 2025 and enables the Group to obtain control of the Target Group at a consideration determined on an at-cost basis in accordance with the March 2026 Call Option Deed, without any premium over the amounts contributed or advanced by the Vendor, at a time when the commercial prospects of the Project have been substantiated by the tender award received in July 2026 as stated above. Upon Completion, the financial results of the Target Group will be consolidated into those of the Group, allowing the Company and the Shareholders to participate in the expected growth of the data centre business in Thailand. The Board also considers that the continued participation of Speed Ventures Limited in the Target Company and the investment by CEWA Green in the Thai Data Centre Company demonstrate independent investors' confidence in the Project, and will enable the substantial funding requirements of the Project to be shared with such investors rather than borne by the Group alone.

(c) Expertise and experience of the Group's management

As disclosed in the Letter from the Board, we are aware that the management of the Group have years of experience and expertise in the data centre industry, in particular, Mr. Lai Ningning ("**Mr. Lai**") and Mr. Ma. Mr. Lai is the chief executive officer, an executive director and substantial shareholder of the Company and has experience in network and data centre business. Meanwhile, Mr. Ma oversees and reviews the operations of the data centre business of Polyqueue Limited, a wholly-owned subsidiary of the Group. Based on the above, we are of the view and concur with the view of the Board that the Group is capable of overseeing and managing the development and operation of its data centre business.

(d) Industry overview

In order to understand the market outlook regarding the data centre business in Thailand, we have conducted market research and reviewed relevant statistics released by The Thailand Board of Investment ("**TBOI**"), the government agency of Thailand whose core roles and responsibilities are to promote valuable investment, both investment into Thailand and Thai overseas investment. Corporations which intend to invest in Thailand submit investment promotion applications to TBOI for investment promotion privileges and incentives, such as tax benefits, permission to own land or bring in foreign experts. Based on the statistics, we note that there have been a robust and continuous expansion in investment in Thailand as signified by the increase in both number of projects and the respective project value of investment promotion applications. In particular, the total investment promotion applications rose from approximately THB848 billion across 2,307 projects in 2023, to THB1.13 trillion across 3,137 projects in 2024, and further to THB1.87 trillion across 3,380 projects in 2025. The digital industry was cited by TBOI as the critical driver of investment

value in recent years. While it accounted for only THB9.5 billion across 132 applications in 2023, it experienced a boom with 150 applications totalling THB243.3 billion in 2024, which TBOI explicitly identified data centre and cloud service businesses as the primary catalysts for this surge in relevant news. The industry grew even further with 151 applications worth THB746.2 billion in 2025, of which data centre projects accounted for THB728.4 billion across 36 projects. TBOI also noted that this reflected the rapid expansion of the global digital economy and the escalating demand for data infrastructure.

The above robust expansion in digital investment is directly anchored in Thailand 4.0, the Thai government's overarching national economic master plan aimed at transforming the country into an innovation-driven, high-income knowledge economy. Under the Thailand 4.0 blueprint, advanced digital infrastructure, specifically hyperscale data centres, cloud computing platforms, and artificial intelligence processing capabilities, has been designated as a foundational strategic pillar to drive nationwide digital transformation across public and private sectors. Consequently, the development of the Project directly aligns with and reinforces this high-priority national policy, positioning the Target Group to leverage official policy momentum and capitalise on the accelerating domestic and cross-border demand for high-capacity data storage and AI computing infrastructure.

In particular, we noted that the investments projects in data centres, data hosting and cloud services submitted to TBOI qualify for 5 to 8 years of corporate income tax exemptions, subject to power usage effectiveness standards and plan to contribute to Thailand's economy. This promotional privilege for data centres, cloud computing platforms, and digital service providers is to, among others, support the infrastructure demand generated by the Thailand's Cloud-First Policy. The Cloud-First Policy, overseen by the Ministry of Digital Economy and Society and the Digital Government Development Agency and effective on 1 October 2025, establishes cloud technology as the foundational architecture for public administration and digital services. It mandates government agencies to transition legacy IT infrastructure into integrated cloud systems to streamline operations and enhance inter-agency data interoperability. Such policy is expected to accelerate the migration of public sector legacy workloads to modern multi-cloud data centres, creating sustained domestic demand for data centres in Thailand.

In addition, the Land is situated in the Eastern Economic Corridor ("**EEC**"), which is Thailand's landmark special economic zone. We note that the zone provides tailored financial and non-financial incentives to attract high-technology and targeted digital industries, including but not limited to (i) corporate income tax exemptions and reduction for eligible projects; (ii) exemptions on import duties for machinery, essential raw materials and research and development equipment; (iii) visas and work permit for foreign specialists, high-level executives, and technical investors. We note from the website of Eastern Economic Corridor Office ("**EECO**"), the government agency of Thailand whose core powers and duties include supervising and monitoring the progress of the EEC development, that EECO convened the 1st EEC Sectoral Deep Dive Forum 2026 under the Digital Theme in May 2026 (the

"**Forum**"). The Forum brought together government agencies and leading private-sector enterprises to chart the strategic direction of Thailand's digital industry, with particular emphasis on data centre investment within the EEC. The primary goal is to establish EEC as the premier regional hub for green data centres. The panellists of the Forum highlighted Thailand's distinct strengths, which include a strategic geographic location, robust subsea cable connectivity, competitive energy pricing, and policy stability. We note from the press release that EECO will continue working closely with all stakeholders to establish dedicated zoning for data centre development, advance integrated infrastructure planning across power, water, fibre, and submarine cable networks, and promote Public-Private Partnership frameworks − collectively reinforcing Thailand's position as a top ASEAN destination for digital investment.

We have also researched on the strengths of Thailand as highlighted in the Forum, and note that Thailand located at the heart of Southeast Asia and serves as the primary gateway to the Cambodia, Laos, Myanmar, and Vietnam subregion. Thailand operates as a strategic data crossroads linking the Indian Ocean to the South China Sea. Submarine cable landing stations across coastal provinces of Thailand connect the national grid to major international cable systems. This extensive low-latency infrastructure, coupled with robust nationwide terrestrial fibre networks, has led global tech giants to construct regional hyperscale data centres in the country. In addition, electricity tariffs in Thailand remain cost-competitive relative to mature markets like Singapore, where several major hyperscale providers relocated from.

(e) Our view on the Acquisition

Having taken into account the principal factors and reasons discussed above, in particular: (i) the strong growth momentum and favorable policy environment of the data centre industry in Thailand under Thailand 4.0, the Cloud-First Policy, and the EEC development framework; (ii) the substantiation of the Project's commercial viability through the secured 10-year Service Contract with a total contract value of approximately US$1.6 billion (exclude power charges); (iii) the exercise of the March 2026 Call Option allowing the Group to acquire the majority interest in the Target Group on an at-cost basis without any premium; (iv) the strategic and financial support provided by independent investors, including the introduction of Mr. Chatchaval (via CEWA Green), which enables the Group to leverage local expertise and mitigate the substantial capital burden of the Project; (v) the expertise and experience of the Group's management of the data centre business; and (vi) the terms of the Sale and Purchase Agreement being fair and reasonable as analysed in the sub-sections headed "3. Principal terms of the Acquisition" and "4. Valuation" below in this letter respectively, we consider that the terms of the Acquisition and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole.

3. Principal terms of the Acquisition

Set out below are the principal terms of the Acquisition as extracted from the Letter from the Board:

Date:	18 September 2026
Parties:	(i) the Purchaser, as purchaser; and (ii) the Vendor, as vendor
Assets to be acquired:	(i) the Sale Shares; and (ii) the Sale Loan

Consideration

The Consideration is US$16,953,376 (equivalent to approximately HK$132,967,655), which is the aggregate of (a) the total amount paid-up and contributed by the Vendor in respect of the Sale Shares of US$13,400,000 (equivalent to approximately HK$105,098,039) and (b) the Sale Loan of US$3,553,376 (equivalent to approximately HK$27,869,616). The Consideration was determined on an at-cost basis in accordance with the March 2026 Call Option Deed, being the aggregate of the total amount paid up or contributed by the Vendor in respect of the Sale Shares and the amount of the Sale Loan, in each case as at the date of the Sale and Purchase Agreement. Whilst the obtaining of the majority interest on the Land is one of the key factors leading to the Acquisition, the appraised value of the Land together with the construction works in progress thereon by the Valuer was considered as a reference, rather than a principal factor or basis assessed by the Board to determine the Consideration. The original acquisition cost of the Sale Shares to the Vendor was US$13,400,000 (being the aggregate amount of paid-up capital contributed by the Vendor) and the Sale Loan will be assigned at its face value.

The Consideration shall be payable by the Purchaser to the Vendor in the following manner:

(i) HK$19,100,000 (equivalent to US$2,435,250), which has been paid by the Purchaser as the Deposit, shall be applied as part payment of the Consideration upon Completion; and

(ii) the remaining balance of the Consideration of US$14,518,126 (equivalent to approximately HK$113,867,655) shall be paid by the Purchaser to the Vendor within 7 days after the Completion Date.

If any sum above payable falls due on a day which is not a Business Day, such sum shall be due and payable on the next following Business Day. In the event that Completion does not take place in accordance with the terms and conditions of the Sale and Purchase Agreement on or before the Long Stop Date, the Vendor shall forthwith refund the Deposit to the Purchaser in full, without interest or deduction.

The Consideration (including the Deposit) was and will be funded by (i) the Deposit of HK$19,100,000 (equivalent to US$2,435,250) and (ii) partial net proceeds of the Specific Mandate CB Subscription of US$14,518,126. As (a) the Consideration is equivalent to the amount contributed or advanced by the Vendor into the Target Company without premium, and (b) no additional cashflow from internal resources and no interest or cost burden arising from equity or debt financing will be required by or placed on the Group, the Board considers that the Consideration and the funding arrangements for the Acquisition are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Please refer to our comparable analysis as detailed in the sub-section headed "5. Comparable Analysis" below in this letter for our view on the Consideration.

Conditions Precedent

Completion shall be conditional upon and subject to the satisfaction (or waiver, where applicable) of the following conditions:

(1) the Purchaser being satisfied in its absolute discretion with the results of the due diligence review to be conducted on the Target Group;

(2) all necessary consents, licenses and/or approvals required to be obtained on the part of the Vendor in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder having been obtained and remain in full force and effect (where applicable);

(3) all necessary consents, licenses and/or approvals required to be obtained on the part of the Purchaser in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder having been obtained and remain in full force and effect (where applicable);

(4) the passing by the Independent Shareholders at a general meeting of an ordinary resolution to approve the Sale and Purchase Agreement and the transactions contemplated thereunder;

(5) the completion of the Reorganisation and the provision of evidence satisfactory to the Purchaser showing that the Target Group has beneficial ownership of not less than 51% interests of the Land;

(6) the obtaining of a valuation report (in the form and substance satisfactory to the Purchaser) from a firm of independent professional valuers showing the valuation of the Land to be not less than THB494,626,019.81 as at 30 June 2026;

(7) the obtaining of a legal opinion (in the form and substance satisfactory to the Purchaser) from a firm of lawyers qualified to practise the laws of Thailand in relation to, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder, the Reorganisation and the ownership of the Land; and

(8) the Warranties remaining true and accurate and not misleading in all material respects.

Save for conditions (1), (6) and (7) above which are waivable by the Purchaser in writing, none of the conditions above are capable of being waived. If the conditions above have not been satisfied (or waived by the Purchaser, as the case may be) on or before the Long Stop Date, the Sale and Purchase Agreement shall cease and determine and the Vendor shall refund the Deposit (without interest) to the Purchaser forthwith, and thereafter neither party shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches.

As at the Latest Practicable Date, apart from conditions (5), (6) and (7), none of the conditions above has been satisfied or waived. The waiver provisions give the Purchaser contractual flexibility to assess whether an outstanding condition should prevent Completion in the particular circumstances. The Purchaser may exercise such waiver as and when appropriate taking into account, the significance of the outstanding matter, the evidence otherwise available, the residual risks and safeguards, and the interests of the Company and the Shareholders as a whole.

Completion

Completion shall take place within three Business Days after the fulfilment (or waiver) of the conditions precedent above, or such other date as the Purchaser and the Vendor may agree in writing. Upon Completion, the Target Company will become a direct non-wholly owned subsidiary of the Company and the financial results of the Target Group will be consolidated into that of the Company.

Reorganisation

Prior to Completion, the Target Group has completed the Reorganisation, summary of steps of, reasons for and benefits of which are set out in the paragraph headed "Reorganisation" in the Letter from the Board.

We understand that under the New SHA, CEWA Green, which is owned as to 96% by Mr. Chatchaval, undertakes to provide or procure local networks, operational support, market intelligence and assistance in sourcing debt financing. We have reviewed the background of Mr. Chatchaval, and noted from public information that Mr. Chatchaval is a prominent Thai entrepreneur, investor, and business executive with over 40 years of investment and industrial experience spanning the energy, financial services, technology, media, and telecommunications sectors. He is a key member of the controlling family of the Charoen Pokphand Group ("**CP Group**"), one of Asia's largest diversified business conglomerates. He is the son of Mr. Sumet Jiaravanon, Executive Chairman of CP Group, and the nephew of Mr. Dhanin Chearavanont, the

Senior Chairman of CP Group. He also holds chairman and director roles of various listed companies (including financial institutions, real estate and technology companies) in Thailand. In view of the above, we consider that Mr. Chatchaval possesses extensive business networks and substantial experience in Thailand and the introduction of him (through CEWA Green) as an investor in Thai Data Centre Company will be beneficial to the development of the data centre business.

In addition, as stated in the Letter from the Board, the Board considers that the 51.94% equity interest of the Company in the Target Company following Completion, together with the governance arrangements described above, will enable the Company to exercise control over the Target Group.

Having considered the Group's retained control and CEWA Green's participation in the funding and development of the Project, we are of the view and concur with the Management that the Reorganisation is fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

Our view on the terms of the Acquisition

We have reviewed the terms of the Acquisition (including the Consideration) and having taken into account that (i) the Reorganisation which introduced Mr. Chatchaval (through CEWA Green) as a shareholder in the Project allows the Group to leverage on his experience and connections in Thailand to support the data centre business; (ii) the Company has obtained a valuation report according to condition (6) of the conditions precedent under the Sale and Purchase Agreement regarding the valuation of the Land, the valuation methodology of which is fair and reasonable as detailed in the sub-section headed "4. Valuation" below in this letter; (iii) based on our comparable analysis as detailed in the sub-section headed "5. Comparable Analysis" below in this letter; and (iv) the other terms of the Acquisition such as the conditions precedent are normal commercial terms, we are of the view and concur with the view of the Management that the terms of the Acquisition are fair and reasonable.

4. Valuation

Notwithstanding the fact that the Consideration was determined on an at-cost basis but not on, among others, the market value of the Land and the construction in progress thereon, we note that the condition (6) of the conditions precedent under the Sale and Purchase Agreement requires the obtaining of a valuation report (in the form and substance satisfactory to the Purchaser) from a firm of independent professional valuers showing the valuation of the Land to be not less than THB494,626,019.81 as at 30 September 2026 (the "**Valuation Date**"). In view of the above, we have conducted our due diligence works and reviewed the valuation report (the "**Valuation Report**") issued by Valplus Consulting Limited (the "**Valuer**") as set out in Appendix IV to the Circular and discussed with the Valuer regarding (i) their relevant professional qualifications and experience as a property valuer; (ii) their scope of work for conducting the valuation (the "**Valuation**") of the Land and the construction in progress thereon (collectively, the "**Property**"); and (iii) the methodology and assumptions used in performing the Valuation.

(a) Competence of the Valuer and scope of work

According to the information provided by the Valuer, we noted that Mr. Damon S.T. Wan ("**Mr. Wan**") is responsible for signing the Valuation Report. Mr. Wan is CFA Charterholder, a Certified FRM and a member of Royal Institution of Chartered Surveyors. Mr. Wan has been working in the professional valuation field since 2008. He is experienced and specialised in performing properties, financial instruments, intangible assets and business valuations for the purposes of corporate advisory, merger & acquisition and public listing.

We asked the Valuer to provide the engagement letter with the Company to review its engagement. Based on the aforesaid engagement letter and our discussion with the Valuer in relation to their terms of engagement, in particular, their scope of work includes site inspection, collect and analyse market data and evaluate and formulate opinion of value regarding the Property. After discussion with the Valuer, we noted that the scope of work of this engagement is normal and there is no limitation on the scope of work which might adversely impact on the degree of assurance given by them in the Valuation Report. Based on the above, we consider that their scope of work is appropriate to the opinion required to be given. The Valuer also confirmed that they are independent from the Group, the Vendor and the Target Group.

Based on the above, we are of the view that the Valuer possesses sufficient qualifications and independence to undertake the valuation of the Property.

(b) Valuation methodology and assumptions

As stated in the Valuation Report, in valuing the Property, the Valuer has complied with all the requirements set out in the Chapter 8 of the Listing Rules issued by the Stock Exchange, the International Valuation Standards (the "**IVS**") published by the International Valuation Standards Council and the RICS Valuation − Global Standards published by the Royal Institution of Chartered Surveyors ("**RICS**").

According to the Valuation Report, the valuation has been made on the assumptions that, among others, that the owner sells the property interest on the open market in its existing state without the benefit of deferred terms contract, leaseback, joint venture, management agreement or any similar arrangement which could serve to affect the values of the property interest, and no forced sale situation in any manner is assumed in the Valuation.

Regarding the valuation methodologies, the Valuer has adopted a combination of market and cost approach in assessing the land portion and the construction works in progress standing on the land respectively. Hence, the sum of the two results represents the market value of the property as a whole.

In the valuation of the land portion, the Valuer has adopted the direct comparison method by making reference to comparable sales evidence or sales asking as available in the relevant market. The market approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.

For the construction works in progress (the "**CIP**"), the Valuer has taken into account the construction cost relevant to the stage of construction as at the Valuation Date.

In order to assess if the valuation methodology is appropriate, we have studied the practice guideline titled "Comparable Evidence in Real Estate Valuation" ("**CEREV**") reissued by RICS in April 2023. According to the CEREV, the market approach is commonly used where sufficient comparable market evidence is available. We understand from the Valuer that the Property comprises the Land together with the CIP. The land portion was valued using the market approach with reference to comparable sales asking, which we consider appropriate given the availability of market evidence for comparable industrial land in the vicinity of the Property. The CIP portion was valued with reference to the construction costs incurred as at the Valuation Date, which we consider appropriate as the CIP represents a partially completed development and direct comparable market evidence for a property at a similar stage of construction is limited. Having considered the nature and development status of the Property, the availability of relevant market evidence for the land component and the basis adopted by the Valuer for the CIP component, we are of the view that the valuation methodology adopted by the Valuer is appropriate and consistent with market practice.

As discussed with the Valuer, we understand that regarding the valuation of the land portion, they conducted an exhaustive search and identified a number of comparables on Thailand-Property, a real estate listing portal in Thailand, where comparables selected were based on the following criteria: (a) situated at Pluak Daeng District, Rayong Province; (b) industrial usage; and (c) site area larger than 65,000 sq.m. (the "**Comparable Properties**"). We note the selection criteria require the Comparable Properties to be in the same district, has the same usage as and be of a sufficiently large scale to provide meaningful comparison with the Land. For our due diligence purpose, we have searched for and reviewed the information regarding the Comparable Properties (such as location, usage, site area, price) and we also obtained and reviewed the detailed comparison and adjustment analysis prepared by the Valuer. Based on our review, we noted that (i) Comparable Properties indeed satisfy the above selection criteria; (ii) the listing dates of the Comparable Properties are close to the valuation date; and (iii) as discussed below, the Valuer has made appropriate adjustments to reflect differences in location, size and other characteristics between the Comparable Properties and the Land. In view of the above, we consider that the above selection criteria adopted by the Valuer are fair and reasonable and the Comparable Properties are appropriate for determining the value of the Land. We have also searched for the background of Thailand-Property, and noted that it is a property portal found in 2013 and is part of Dot Property Group, a digital media company that owns and operates 6 property portal websites throughout South East Asia. Dot Property Group is in turn owned by LIFULL Connect, a global digital marketplaces

group which specializes in operating vertical search engines, real estate portals, and classifieds websites operating in over 60 countries across Europe, Latin America, Southeast Asia, and Africa. Given the above, we consider that the use of information on Comparable Properties released by Thailand-Property in the Valuation by the Valuer is justifiable.

We were further advised by the Valuer that in deriving the valuation of the Land, adjustments have been made in consideration of the differences in location, size and other characteristics between the Comparable Properties and the Land. For details of the adjustment factors and level of adjustments, please refer to the Valuation Report as set out in Appendix IV to the Circular. We have discussed with the Valuer on the adjustments applied and understood that such adjustment factors were commonly adopted for valuation of land. The Valuer has used their professional judgement and experience when applying adjustments, which is conducted in the same manner as required by the IVS. In this regard, we have also performed independent research and noted that, according to the appendix to the section headed "IVS103 Valuation Approaches" of the IVS, a valuer should analyse and make adjustments for any significant differences between the comparable transactions and the subject asset. Examples of common differences that could warrant adjustments may include, but are not limited to, material characteristics (age, size, specifications, etc) and geographical location. As such, we considered that the factors considered by the Valuer are in compliance with the IVS and are commonly adopted in valuation.

In general, if the Land is superior to Comparable Properties in terms of the aforementioned factor(s), an upward adjustment is being applied, and vice versa. In this regard, we have discussed with the Valuer on the difference in each of the aforementioned factor(s) between the Comparable Properties and the Land and the corresponding upward or downward adjustments being made. We noted that (a) the location adjustments were made based on the surrounding environment and accessibility. In particular, the Land is located within an industrial park, benefiting from superior administrative support and utility infrastructure; (b) the size adjustments were made to reflect the general market observation that smaller properties command a higher unit rate than larger properties, and vice versa; and (c) as the Comparable Properties represented active listings rather than completed transactions, therefore downward adjustments were made to account for expected price negotiations between willing buyers and willing sellers. Based on our discussion with the Valuer and our review of the information of the Comparable Properties, we consider that the adjustments adopted by the Valuer to be reasonable and relevant to the characteristics of the Land and the Comparable Properties. After making the above, the Valuer had adopted the average adjusted unit rate derived from the Comparable Properties as the unit rate of the Land. Accordingly, the market value of the Land as at the Valuation Date was approximately THB495.3 million according to the Valuation Report.

Regarding the CIP, we understand that the total construction cost (excluding any land and financing cost) incurred for completion of the Property as at the Valuation Date was approximately THB1,866.7 million. The value of the CIP was estimated based on the

aforesaid incurred cost. We have also reviewed the supporting documents provided by the Company and noted that the aforesaid incurred construction cost was supported by (a) the total contract sum for the construction of the Property; and (b) the estimated construction progress of the Property in accordance with the latest progress report. In view of the above, we consider the derivation of market value of the CIP as at the Valuation Date of THB2,153.1 million according to the Valuation Report to be fair and reasonable.

Also, we have reviewed the computations to derive the market value of the Land and the CIP as stated in the Valuation Report respectively, and noted that they are consistent with the computation methods as stated by the Valuer.

Taking into account that (a) the Comparable Properties are appropriately selected for valuation of the Land based on criteria that are fair and reasonable; (b) the adjustment factors applied on arriving the market value of the Land are commonly adopted in valuation; (c) the specific adjustments were applied based on the Valuer's professional judgment and experience and in accordance with the IVS; (d) the valuation of the CIP has taken into account the construction cost relevant to the stage of construction; and (e) the actual computations to derive the market value of the Land and the CIP are consistent with the methods as stated by the Valuer, we consider the valuation methodologies adopted and the valuation of the Property are fair and reasonable.

5. Comparable Analysis

To assess whether the Consideration is fair and reasonable, we attempted to search for transaction in relation to the acquisition of controlling interests in companies that are principally engaged in similar business as the Target Group (i.e. provision of data centre services) that were announced by companies publicly listed on the Stock Exchange during the period from 17 September 2025 to 18 September 2026, being one year prior from the date of the Sale and Purchase Agreement. However, we were unable to identify any transaction with transaction targets that are comparable to the Target Group. Therefore, we resorted to search for companies with the initial selection criteria that: (i) the companies are publicly listed on the Stock Exchange; (ii) the companies are principally engaged in provision of data centre services, which accounted for over 50% of their revenue; and (iii) not less than 50% of their revenue are generated from Thailand. Based on the above selection criteria, we did not identify any comparable company. As such, we have relaxed the criterion (iii) to include companies whose revenue are generated from other regions. Based on the revised criteria, identified an exhaustive list of five comparable companies ("**Comparable Companies**"). We have assessed the applicability of several commonly used trading multiples, including the P/E Ratio, P/B Ratio, P/S Ratio, EV/EBIT Ratio, EV/EBITDA Ratio and EV/Sales Ratio. Having considered that the Target Group recorded no revenue and a minimal loss for the year ended 30 June 2026, we consider that the P/B Ratio, which compares a company's market value to its book value (i.e. net assets), is more appropriate.

The following table set out the details of the Comparable Companies:

Company name	Stock code	Principle business	Market capitalisation *(Note 1)*	Net assets	P/B Ratio *(Note 2)*
Sunevision Holdings Limited	1686	Provision of data centre and information technology facilities management services	HK$13,009 million	HK$6,459 million	2.01
Cloud Factory Technology Holdings Limited	2512	Provision of internet data centre solution services, edge computing services, and information communications technology services and other services	HK$1,318 million	HK$597 million	2.21
Kingsoft Cloud Holdings Limited	3896	Provision of cloud services	HK$23,293 million	HK$10,411 million	2.24
Crypto Flow Technology Limited	8198	Provision of data analysis and storage services	HK$700 million	HK$136 million	5.14
GDS Holdings Limited	9698	Development and operation of high-performance data centers	HK$51,413 million	HK$34,247 million	1.50
				Average	2.62
				Median	2.21
				Maximum	5.14
				Minimum	1.50
Target Group		Provision of data centre services	RMB91.0 million *(Note 3)*	RMB146.2 million *(Note 4)*	0.62

Source: Website of the Stock Exchange (www.hkex.com.hk)

Notes:

1. The market capitalisations are calculated based on, where applicable, the closing price of the share of the respective Comparable Companies on the Last Trading Day and the total number of issued shares based on the then latest monthly return of the subject listed company published on the website of the Stock Exchange.

2. The P/B Ratios are calculated by dividing market capitalisations as at the Last Trading Day by the net asset value attributable to owners of the respective companies according to their latest financial information.

3. The market capitalisation of the Target Group refers to the Consideration for the Sale Shares, being US$13,400,000 (equivalent to approximately RMB91,039,000).

4. The net assets attributable to owners of Target Company refers to 51.94% equity interest acquired by the Company, taking into account (i) the Target Group's audited net assets as at 30 June 2026 of approximately RMB163,933,000; (ii) CEWA Green's injection into Thai Data Centre Company of approximately RMB610,824,000; and (iii) non-controlling interests attributable to CEWA Green (49% of Thai Data Centre Company) of approximately RMB493,346,000, i.e. 51.94% × (163,933,000 + 610,824,000 − 493,346,000).

The P/B Ratio of the Comparable Companies were between approximately 1.50 times to 5.14 times with an average of approximately 2.62 times and median of approximately 2.21 times respectively. The Target Group's P/B Ratio implied by the Consideration of approximately 0.62 times is well below the range of the P/B of the Comparable Companies or in other words, the minimum of 1.5 times P/B Ratio of the Comparable Companies is over 140% higher than that of the Target Group implied by the Consideration, which is favourable to the Company.

Having considered that (i) the Consideration was determined on an at-cost basis, being the aggregate of the total amount paid up or contributed by the Vendor in respect of the Sale Shares and the amount of the Sale Loan; (ii) the P/B Ratio of the Target Group implied by the Consideration is far below the minimum of the Comparable Companies, which is favourable to the Company as the buyer, we are of the view that the Consideration is fair and reasonable so far as the Independent Shareholders are concerned.

6. Financial effect of the Acquisition on the Group

As stated in the Letter from the Board, upon Completion, the financial results of the Target Group will be consolidated into those of the Group.

Effect on earnings

The Acquisition is not expected to have an immediate effect on the turnover of the Enlarged Group. As set out in the Accountants' Report of the Target Group in Appendix II to the Circular, the Target Group recorded loss before taxation of approximately RMB3.5 million and loss after taxation of approximately RMB3.6 million for the year ended 30 June 2026.

Effect on assets and liabilities

Based on the unaudited pro forma financial information of the Enlarged Group as set out in Appendix III to the Circular, it is expected that the total assets, total liabilities and net assets of the Group as at 30 June 2026 would increase by approximately RMB916.4 million, RMB233.7 million and RMB682.7 million respectively as if the Acquisition had been completed on 30 June 2026.

Prior to Completion, the Target Group underwent the Reorganisation, pursuant to which, among other things, existing shares held by Thai Company in Thai Data Centre Company were transferred to CEWA Green, and Thai Data Centre Company has become owned as to 51% by Thai Company and 49% by CEWA Green immediately following such transfer. The Reorganisation

had been completed as at the Latest Practicable Date. For the purpose of the unaudited pro forma financial information, the investment by CEWA Green is assumed to have taken place on 30 June 2026. Pursuant to the share sale and purchase arrangement, the total purchase price for the 49% of the existing shares of Thai Company amounted to approximately THB2,988.6 million (equivalent to approximately RMB610.8 million). Accordingly, cash and cash equivalents of the Enlarged Group are increased by approximately RMB610.8 million.

It should be noted that the aforementioned analyses are for illustrative purposes only and do not purport to represent how the financial position of the Group will be upon Completion.

RECOMMENDATION

Notwithstanding the Acquisition is not in the ordinary and usual course of business of the Company, having considered the aforementioned principal factors and reasons, we are of the view that (i) the Acquisition is in the interests of the Company and the Shareholders as a whole; (ii) the terms of the Acquisition is on normal commercial terms; and (iii) the terms of the Acquisition are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders, and advise the Independent Board Committee to recommend the Independent Shareholders, to vote in favour of the resolution(s) to be proposed at the EGM to approve the Acquisition.

Yours faithfully,
For and on behalf of
Nuada Limited

Kim Chan
Director

Mr. Kim Chan is a person licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO and is a responsible officer of Nuada Limited who has over 20 years of experience in corporate finance industry.