



29 July 2025

The Board of Directors  
Guangdong – Hong Kong Greater Bay Area Holdings Limited  
Unit 916, 9/F China Merchants Tower  
Shun Tak Centre  
168–200 Connaught Road Central  
Hong Kong

Dear Sirs,

## **INDEPENDENT ASSURANCE REPORT**

We have examined the calculations of the underlying discounted future cash flows (the **“Underlying Forecast”**) to the business valuation (the **“Valuation”**) dated 29 July 2025 prepared by Moore Transaction Services Limited (the **“Valuer”**) in respect of the valuation on Wisdom Knight Holdings Limited (the **“Target Company”**) in connection with the proposed acquisition of 100% equity interest in the Target Company by Guangdong – Hong Kong Greater Bay Area Holdings Limited (the **“Company”**) as of 31 March 2025.

### **Directors’ Responsibilities**

The directors of the Company and the Target Company (the **“Directors”**) are solely responsible for the preparation of the Underlying Forecast including the bases and assumptions, for the purpose of business valuation of the Target Company based on discounted cash flow method. The Underlying Forecast has been prepared using a set of bases and assumptions (the **“Assumptions”**) that include hypothetical assumptions about future events and management’s actions that are not necessarily expected to occur. Even if the events anticipated occur, actual results are still likely to be different from the Underlying Forecast and the variation may be material. The Directors are responsible for the reasonableness and validity of the Assumptions.

### **Our Independence and Quality Management**

We have complied with the independence and other ethical requirement of the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, (“HKICPA”) which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

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

## **Reporting Accountant's Responsibilities**

Our responsibility is to express an opinion, based on our work on the Underlying Forecast and to report our opinion solely to you, as a body, solely for the purpose of reporting under Rule 14.62 of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Rule 10 and 11.1 of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"), and for no other purpose. We accept no responsibility to any other person in respect of, arising out of or in connection with our work.

We conducted our engagement in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) ("HKSAE 3000 (Revised)") "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" issued by the HKICPA. We examined the arithmetical accuracy of the Underlying Forecast. We have planned and performed our work to obtain reasonable assurance for giving our opinion below.

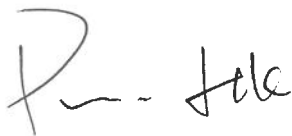
We have planned and performed such procedures as we considered necessary to assist the Directors solely in evaluating whether the Underlying Forecast, so far as the accounting policies and calculations are concerned, has been properly compiled in accordance with the Assumptions made by the Directors. Our work does not constitute any valuation of the Target Company.

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

## **Opinion**

In our opinion, so far as the accounting policies and calculations are concerned, the Underlying Forecast has been properly compiled in accordance with the Assumptions adopted by the Directors as set out in the Valuation.

Yours faithfully,



Prism Hong Kong Limited  
Certified Public Accountants  
Lee Kwok Lun  
Practising Certificate Number: P06294

Hong Kong