

A. UNAUDITED PRO FORMA STATEMENT OF ASSETS AND LIABILITIES OF THE ENLARGED GROUP

(1) Introduction to the Unaudited Pro Forma Financial Information of the Enlarged Group

The accompanying unaudited pro forma consolidated statement of assets and liabilities (the “**Unaudited Pro Forma Financial Information**”) of the Enlarged Group has been prepared by the directors of the Company (the “**Directors**”) in accordance with paragraph 31 of Chapter 7 of the Listing Rules. This statement illustrates the effects of the proposed acquisition of 100% of the issued shares in Newsbaba LTD and its subsidiaries (collectively referred to as the “**Target Group**”) (the “**Acquisition**”) on the historical consolidated statement of assets and liabilities of the Group, presenting the financial position as if the Acquisition had been completed on 31 December 2024.

The unaudited pro forma statement of assets and liabilities has been prepared using two primary sources: the Group’s audited consolidated statement of financial position as at 31 December 2024, extracted from its published annual report for the year ending on that date; and the audited statement of financial position of the Beijing Newsbaba Intellectual Property Agency Co., Ltd.* (北京牛思巴巴知識產權代理有限公司) (the “**PRC Operating Company**”) as at 31 March 2025, taken from the accountants’ report included in Appendix II to this Circular. The pro forma adjustments related to the Acquisition, which are detailed in the accompanying notes, meet three key criteria: they are clearly presented and explained, directly attributable to the Acquisition rather than future events or decisions, and supported by factual evidence. These adjustments reflect the financial position as if the Acquisition had occurred on 31 December 2024.

This Unaudited Pro Forma Financial Information represents the Directors’ assessment based on current information, incorporating various assumptions and estimates to demonstrate the Enlarged Group’s potential financial position following the Acquisition’s completion. It is important to note that this hypothetical presentation serves illustrative purposes only and may not accurately reflect what the actual financial position would have been had the Acquisition taken place on the specified dates. Furthermore, this information should not be interpreted as predicting the Enlarged Group’s future financial position after the Acquisition.

Prepared in compliance with paragraph 29 of Chapter 4 of the Listing Rules, this Unaudited Pro Forma Financial Information should be considered alongside the Group’s financial information in Appendix I, the PRC Operating Company’s accountants’ report in Appendix II, and other relevant financial disclosures contained elsewhere in this Circular for a complete understanding.

* *For identification purpose only*

(2) Unaudited Pro Forma Consolidated Statement of Assets and Liabilities of the Enlarged Group

	The Group at 31 December 2024 RMB'000 (Note 1)	The PRC Operating Company at 31 March 2025 RMB'000 (Note 2)	Total RMB'000	Pro forma adjustments RMB'000	Notes	Pro forma Enlarged Group RMB'000
Non-current assets						
Property, plant and equipment	6,964	–	6,964			6,964
Right-of-use assets	1,584	369	1,953			1,953
Loan receivables	523	–	523			523
Goodwill	77,885	–	77,885	136,157	3	214,042
	<u>86,956</u>	<u>369</u>	<u>87,325</u>			<u>223,482</u>
Current assets						
Inventories	79	–	79			79
Trade receivables	50,287	1,006	51,293			51,293
Loan receivables	209,219	–	209,219			209,219
Other receivables, deposits and prepayments	20,909	34,060	54,969			54,969
Bank balances and cash	26,494	7,570	34,064			34,064
	<u>306,988</u>	<u>42,636</u>	<u>349,624</u>			<u>349,624</u>
Current liabilities						
Trade payables	68,063	832	68,895			68,895
Contract liabilities	–	25,999	25,999			25,999
Other payables and accruals	30,813	3,393	34,206			34,206
Borrowings	18,866	–	18,866			18,866
Promissory notes	2,984	–	2,984			2,984
Lease liabilities	1,381	296	1,677			1,677
Tax liabilities	4,397	–	4,397			4,397
Contingent consideration	–	–	–	37,037	3	37,037
	<u>126,504</u>	<u>30,520</u>	<u>157,024</u>			<u>194,061</u>
Net current assets	<u>180,484</u>	<u>12,116</u>	<u>192,600</u>			<u>155,563</u>
Total assets less current liabilities	<u>267,440</u>	<u>12,485</u>	<u>279,925</u>			<u>379,045</u>
Non-current liabilities						
Lease liabilities	239	–	239			239
Promissory notes	185,376	–	185,376			185,376
	<u>185,615</u>	<u>–</u>	<u>185,615</u>			<u>185,615</u>
Net assets	<u>81,825</u>	<u>12,485</u>	<u>94,310</u>			<u>193,430</u>

(3) Notes to the Unaudited Pro Forma Consolidated Statement of Assets and Liabilities of the Enlarged Group

1. The audited consolidated statement of assets and liabilities of the Group as at 31 December 2024 extracted, without adjustments, from the published annual report of the Company for the year ended 31 December 2024.
2. The audited consolidated statement of assets and liabilities of the PRC Operating Company as at 31 March 2025 is extracted from the accountants' report on the PRC Operating Company as set out in Appendix II to the Circular.
3. This adjustment reflects the effect of the Acquisition on the consolidated assets and liabilities of the Enlarged Group, as if the Acquisition had been completed on 31 December 2024, taking into account of the following assumptions:
 - (i) For the purpose of preparing the Unaudited Pro Forma Financial Information, the pro forma adjustment has reflected the maximum possible amount of the total consideration of HK\$160,533,400 (equivalent to approximately RMB148,642,000, comprising: (1) HK\$120,533,400 (equivalent to approximately RMB111,605,000) to be settled through issuance of 1,205,334,000 ordinary shares at HK\$0.1 per share upon Acquisition completion; and (2) HK\$40,000,000 (equivalent to approximately RMB37,037,000) representing the price adjustment under earn-out provisions of the sales and purchase agreement, to be settled via issuance of 400,000,000 ordinary shares at HK\$0.1 per share contingent upon the Target Group achieving audited net profit after tax of at least RMB15,000,000 for the financial year ending 31 December 2025 (the "Earn-out Condition"), with this contingent amount recorded as a liability.

Pursuant to the agreement, the total consideration includes an initial component of 1,205,334,000 ordinary shares (which is HK\$120,533,400) and a price adjustment not exceeding HK\$40,000,000 subject to the Earn-out Condition. Should the Target Group meet the RMB15,000,000 profit threshold, the consideration will increase by HK\$40,000,000 through issuance of 400,000,000 additional shares. The actual total consideration remains subject to agreement-specified adjustments and may consequently differ from the amount used in the Unaudited Pro Forma Financial Information preparation, with full details provided in the "Letter from the Board" section.

- (ii) The estimated amount of transaction costs incurred in connection with the Acquisition, such as legal, valuation and other professional fees is not expected to be material and therefore has not been accounted for in the adjustment for the purpose of preparing the Unaudited Pro Forma Financial Information.

4. The identifiable assets and liabilities of the PRC Operating Company acquired by the Group will be recorded in the Unaudited Pro Forma Financial Information of the Enlarged Group at their fair values, applying acquisition accounting in accordance with HKFRS Accounting Standard 3 *Business Combinations* (“HKFRS 3”). For purposes of preparing the Unaudited Pro Forma Financial Information, the purchase price allocation has been determined based on the Directors’ estimates of the fair values of the identifiable assets and liabilities of the PRC Operating Company as at 31 March 2025, calculated as follows:

	<i>RMB’000</i>
Consideration so determined per note 3 above	148,642
Fair values of the identifiable tangible net liabilities of the PRC Operating Company as at 31 March 2025	<u>12,485</u>
Goodwill	<i>Note</i> <u><u>136,157</u></u>

Note: The actual goodwill or gain on a bargain purchase resulting from the acquisition will be determined based on the fair values of the Target Group’s identifiable tangible and intangible assets and liabilities, as well as the aggregate fair value of the total consideration at the completion date. Since the fair values assessed at completion may differ from current estimates, the final financial impact could vary materially from the amounts presented.

The amount of goodwill recognised at the acquisition date may also change if the fair values of the Target Group’s assets and liabilities deviate from preliminary assessments. If the recoverable amount of the Target Group (the cash-generating units to which goodwill will be allocated) falls below its carrying amount at completion, the associated goodwill will be impaired. Conversely, if the fair value of the Target Group’s net identifiable assets exceeds the fair value of the total consideration transferred, a gain on a bargain purchase will be recognised.

In accordance with the Group’s accounting policy, goodwill is initially recognised at cost and subsequently measured at cost less accumulated impairment losses. The Group performs annual impairment tests (or more frequently if triggering events occur) by comparing the recoverable amount of the relevant cash-generating units with their carrying amounts. If the recoverable amount is lower, an impairment loss is recognised, first by reducing the carrying amount of allocated goodwill.

From the completion date, goodwill is allocated to the cash-generating units expected to benefit from acquisition synergies, irrespective of whether other assets or liabilities are assigned to those units.

For the Unaudited Pro Forma Financial Information of the Enlarged Group as of 31 December 2024, the management of the Group has conducted an impairment assessment in accordance with Hong Kong Accounting Standard 36 *Impairment of Assets* (“HKAS 36”). This assessment evaluates whether the carrying amount of goodwill plus the Target Group’s net identifiable assets exceed the recoverable amount of its underlying business. The Directors are of the view that, after performing the impairment assessment, there are no indications of impairment related to the goodwill arising from the Acquisition as set out in the Unaudited Pro Forma Financial Information section.

The Company will perform discounted cash flow valuations upon completion of the Acquisition based on HKFRS 3 and at subsequent reporting dates based on HKAS 36 for goodwill impairment testing. The auditor will review these valuations and impairment tests during the upcoming audit, applying the same HKAS 36 methodology. Barring unforeseen circumstances, the auditor will use the same impairment indicators as those applied in the Unaudited Pro Forma Financial Information.

5. Apart from the above, no other adjustments have been made to the Unaudited Pro Forma Financial Information to reflect any trading results or other transactions entered into by the Enlarged Group subsequent to 31 December 2024.

B. ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of the independent reporting accountants' assurance report received from Confucius International CPA Limited, Certified Public Accountants, Hong Kong, in respect of the unaudited pro forma financial information of the Enlarged Group prepared for the purpose of incorporation in this Circular.



天健國際會計師事務所有限公司

Confucius International CPA Limited

Certified Public Accountants

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The Board of Directors

Cybernaut International Holdings Company Limited

Unit 1002, Capital Centre,
151 Gloucester Road,
Wanchai, Hong Kong

Dear Sirs,

We have completed our assurance engagement to report on the compilation of the unaudited pro forma financial information of Cybernaut International Holdings Company Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the pro forma statement of assets and liabilities as at 31 December 2024 (the “Statement”) as set out on pages IV-1 to IV-5 of the investment circular issued by the Company. The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Appendix IV of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the directors to illustrate the impact of the proposed acquisition of the 100% interest in Newsbaba LTD (the “Acquisition”) on the Group’s financial position as at 31 March 2025 as if the transaction had been taken place at 31 December 2024. As part of this process, information about the Group’s financial position has been extracted by the Directors from the Group’s audited consolidated statement of financial position of the Group as at 31 December 2024 as set out in the published annual report of the Company for the year ended 31 December 2024. Information about Beijing Niu Si Baba Intellectual Property Agency Co., Ltd.* (北京牛思巴巴知識產權代理有限公司) (the “PRC Operating Company”)’s financial position has been extracted by the Directors from the audited financial information of the PRC Operating Company as at 31 March 2025 as set out in its accountants’ report included in Appendix II to the Circular.

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Directors' responsibility for the Unaudited Pro Forma Financial Information

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

Our Independence and Quality Control

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

Our 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 Accountants' Responsibilities

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

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

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of the Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of the Acquisition on unadjusted financial information of the Group as if the Acquisition had been undertaken at an earlier date selected for purpose of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Acquisition would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the Acquisition, and to obtain sufficient appropriate evidence about whether:

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

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the Acquisition in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

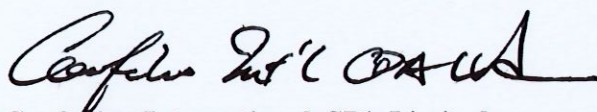
We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,



Confucius International CPA Limited
Certified Public Accountants

Chan Lap Chi

Practising Certificate Number: P04084

Hong Kong, 20 August 2025