

(A) **THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP**

1. Introduction

The following is the unaudited pro forma financial information of Transtech Optelecom Science Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”), comprising the unaudited pro forma consolidated statement of assets and liabilities as at 31 December 2025 and related notes (collectively, the “**Unaudited Pro Forma Financial Information**”).

The Unaudited Pro Forma Financial Information is prepared by the directors of the Company (the “**Directors**”) in accordance with Paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), for the purpose of illustrating the effect of the proposed acquisition of 100% of Hao Min Investment Holding Limited (the “**Target Company**”) and its subsidiaries (collectively referred to as the “**Target Group**”) (the “**Proposed Acquisition**”) as described in the section headed “Letter from the Board” in this circular.

The Unaudited Pro Forma Financial Information presented below is prepared to illustrate the unaudited consolidated statement of assets and liabilities of the Group and the Target Group (collectively referred to as the “**Enlarged Group**”) as at 31 December 2025 as if the Proposed Acquisition had been completed on 31 December 2025. The Unaudited Pro Forma Financial Information of the Enlarged Group is based upon the audited consolidated statement of financial position of the Group which has been derived from the Company’s published annual report for the year ended 31 December 2025, dated 31 March 2026, and of the Target Group for year ended 31 December 2025, which have been extracted from the accountants’ report on the historical financial information of the Target Group as set out in Appendix II to the Circular, after taking pro forma adjustments as summarised in the accompanying notes that are clearly explained.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only and is based on certain assumptions, estimates and current available information. Accordingly, because of its hypothetical nature, it may not give a true picture of the assets and liabilities of the Enlarged Group had the Proposed Acquisition been completed as at the specified dates or any other dates. The Unaudited Pro Forma Financial Information of the Enlarged Group should be read in conjunction with the historical financial information of the Group as set out in the published annual report of the Company for the year ended 31 December 2025 and the accountants' report on the historical financial information of the Target Group as set out in Appendix II to the Circular.

2. Unaudited pro forma consolidated statement of assets and liabilities of the Enlarged Group as at 31 December 2025

	As at 31 December 2025						Pro forma enlarged Group HK\$'000 (Unaudited)
	The Group	The Target Group	Pro forma adjustments				
	HK\$'000	RMB'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	(Audited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
Note 1	Note 2	Note 3	Note 4	Note 5	Note 6		
NON-CURRENT ASSETS							
Property, plant and equipment	208,992	42,332	46,868	19,843			275,703
Right of use assets	–	16,829	18,632	6,528			25,160
Intangible assets	–	21	23				23
Goodwill	–	–	–	32,256			32,256
Deposits and prepayments	24	–	–				24
Deferred tax assets	25,007	–	–				25,007
Total non-current assets	234,023	59,182	65,523				358,173
CURRENT ASSETS							
Inventories	31,419	26,037	28,827				60,246
Trade receivables	44,635	–	–				44,635
Deposits, prepayments and other receivables	6,052	364	403				6,455
Due from related parties	–	5,518	6,109				6,109
Bank and cash balances	5,233	243	269			(1,965)	3,537
Total current assets	87,339	32,162	35,608				120,982

As at 31 December 2025

	The Group	The Target Group	Pro forma adjustments			Pro forma enlarged Group
	<i>HK\$'000</i> <i>(Audited)</i> <i>Note 1</i>	<i>RMB'000</i> <i>(Audited)</i> <i>Note 2</i>	<i>HK\$'000</i> <i>(Unaudited)</i> <i>Note 3</i>	<i>HK\$'000</i> <i>(Unaudited)</i> <i>Note 4</i>	<i>HK\$'000</i> <i>(Unaudited)</i> <i>Note 5</i>	<i>HK\$'000</i> <i>(Unaudited)</i> <i>Note 6</i>
CURRENT LIABILITIES						
Trade payables	17,354	4,700	5,204			22,558
Accruals and other payables	4,014	4,871	5,393			9,407
Contract liabilities	819	-	-			819
Bank and other borrowings	24,815	46,120	51,062			75,877
Due to related parties	-	14,610	16,175			16,175
Fair value of financial liabilities at fair value through profit or loss	-	-	-		-	-
Tax payables	<u>21</u>	<u>-</u>	<u>-</u>			<u>21</u>
Total current liabilities	<u>47,023</u>	<u>70,301</u>	<u>77,834</u>			<u>124,857</u>
Net current assets/(liabilities)	<u>40,316</u>	<u>(38,139)</u>	<u>(42,226)</u>			<u>(3,875)</u>
Total assets less current liabilities	274,339	21,043	23,297			354,298
NON-CURRENT LIABILITY						
Provisions	<u>1,196</u>	<u>-</u>	<u>-</u>			<u>1,196</u>
NET ASSETS	<u><u>273,143</u></u>	<u><u>21,043</u></u>	<u><u>23,297</u></u>			<u><u>353,102</u></u>

Notes:

- The amounts are extracted from the audited consolidated statement of financial position of the Group as at 31 December 2025 included in the Group's published 2025 annual report.
- The amounts are extracted from the audited consolidated statement of financial position of the Target Group as at 31 December 2025 included in the accountants' report on historical financial information of the Target Group as set out in Appendix II to the Circular.
- For the purpose of the Unaudited Pro Forma Financial Information of the Enlarged Group, the conversion from Renminbi ("RMB") into Hong Kong dollars ("HK\$") is based on the exchange rate of approximately RMB1.00 = HK\$1.10175, the exchange rate prevailing as at 31 December 2025.

4. Upon completion of the Proposed Acquisition, the Target Company will become a subsidiary of the Company, assuming the Proposed Acquisition was completed on 31 December 2025, the Directors have carried out an illustrative consideration allocation exercise in accordance with the requirements of HKFRS 3 (Revised). The fair value of net identifiable assets of the Target Group as at 31 December 2025 to be accounted for the unaudited pro forma statement of assets and liabilities of the Enlarged Group is calculated as follows:

Pursuant to the sale and purchase agreement dated 13 April 2026 (the “**Sale and Purchase Agreement**”), the seller has conditionally agreed to sell and the Group has conditionally agreed to acquire the sale shares, representing the entire issued share capital of the Target Company, at the consideration of RMB78,000,000, which shall be satisfied by the allotment and issue a total of 48,367,000 new shares of the Company (“**Consideration Shares**”) at the issue price of HK\$1.85, to the seller as set out in the announcement dated 13 April 2026.

The excess amount of the consideration assumed to be transferred and the non-controlling interests over the pro forma fair value of the Target Groups’ identifiable assets and liabilities acquired is recognised as goodwill:

	<i>Notes</i>	<i>RMB’000</i> <i>(unaudited)</i>	<i>HK\$’000</i> <i>(unaudited)</i>
			<i>Note 3</i>
Consideration satisfied by Consideration Shares (100% equity interests acquired in the Target Group)	(a)	50,239	55,622
Add: Estimated acquisition related cost	6	1,775	1,965
Less: Fair value of identifiable net assets acquired at 31 December 2025	(b)	(44,861)	(49,668)
Adjust for non-controlling interest	(c)	<u>21,982</u>	<u>24,337</u>
Goodwill arising from the Proposed Acquisition	(d)	<u>29,135</u>	<u>32,256</u>

Notes:

- (a) For the purpose of this Unaudited Pro Forma Financial Information of the Enlarged Group, the fair value of the consideration shall be measured at the fair value of the Consideration Shares issued by the Company and the Directors assumed the fair value of each Consideration Shares is HK\$1.15, with reference to the closing price on 31 December 2025. The considerations satisfied by Consideration Shares amounted to approximately HK\$55,622,000, the difference to the par value of HK\$0.01 per Consideration Shares, totaling approximately HK\$55,138,000, is recognised as share premium.

The fair value of consideration will be subject to changes upon actual completion of the Proposed Acquisition in accordance with Hong Kong Financial Reporting Standard 3 (Revised) Business Combinations (“**HKFRS 3**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

Upon the completion of the Proposed Acquisition on fulfilment of the conditions as stipulated in the Sale and Purchase Agreement, the Directors will engage an independent qualified professional valuer to carry out the valuation of the Consideration Shares as at the date of completion of the Proposed Acquisition, based on the facts and circumstances existing as at that date. The valuation of the Consideration Shares may be significantly different from the assumed valuation used for the purpose of preparation of the Unaudited Pro Forma Financial Information.

- (b) Upon the completion of the Proposed Acquisition, the Group will directly own 100% equity interests in the Target Group and indirectly own an aggregate of approximately 51% effective equity interests in Futong Optoelectronic Technology (Hangzhou) Co., Ltd. (“**Hangzhou Company**”). Accordingly, the Target Group will become the subsidiaries of the Company and whose financial statements will be consolidated into the Company’s consolidated financial statements since the completion date of the Proposed Acquisition.

The identifiable assets and liabilities of the Target Group acquired by the Group will be accounted for in the consolidated financial statements of the Enlarged Group at their fair values as at the completion date of the Proposed Acquisition, under acquisition accounting in accordance with HKFRS 3.

The allocation of the pro forma purchase consideration to the Target Group’s identifiable assets and liabilities acquired is made as if the Proposed Acquisition had taken place on 31 December 2025. The pro forma allocation of purchase consideration to the identifiable assets and liabilities is determined with reference to the valuation results of the Target Group as at 31 December 2025 issued by an independent valuer, King Kee Appraisal and Advisory Limited (the “**Valuer**”).

The Directors have assumed the pro forma fair values of property, plant and equipment of the Target Group as at 31 December 2025 with reference to a fair value determined by the Valuer. The pro forma fair value of property, plant and equipment and right of use assets was established by market approach to value the property, plant and equipment. The market approach considers prices recently paid for similar assets with adjustment made to the indicated market prices to reflect condition and utility of the appraised assets relative to the market comparative. Based on the assessment, the pro forma fair values change was considered to approximately HK\$26,371,000.

For the purpose of this Unaudited Pro Forma Financial Information of the Enlarged Group, in the opinion of the Directors, the Target Group’s fair values of the assets and liabilities being acquired is subject to changes upon completion of the Proposed Acquisition because the fair value of the assets and liabilities being acquired shall be assessed on the date of completion. Consequently, the resulting goodwill, the actual allocation of the purchase price at the date of completion will likely result in different amounts than those stated in the Unaudited Pro Forma Financial Information.

According to HKFRS 3 paragraph 14 and paragraphs B31-B40, the acquirer shall recognise, separately from goodwill, the identifiable intangible assets acquired in a business combination. An intangible asset is identifiable if it meets either the separability criterion or the contractual-legal criterion. As part of a business combination, an acquirer may reacquire a right that it had previously granted to the acquiree to use one or more of the acquirer's recognised or unrecognised assets. Per our understanding about the Target Group's business, no such intangible assets exist and should be recognised during the Proposed Acquisition.

- (c) The amounts of the non-controlling interest of the Target Group as at 31 December 2025 is calculated at 49% of the pro forma fair value of Hangzhou Company's identifiable assets and liabilities by reference to the proportionate share of equity interest held by non-controlling shareholders in Hangzhou Company.
- (d) For the purpose of preparation of the Unaudited Pro Forma Financial Information, the pro forma goodwill is recognised.

The Directors confirm that consistent policies and assumptions have been applied for the purpose of assessing impairment of property, plant and equipment and goodwill under HKAS 36 "Impairment of Assets". The Directors consider that there is no impairment provision required for the purpose of this Unaudited Pro Forma Financial Information.

The Directors will follow the Group's accounting policy in respect of assets impairment assessment, including the assessment of the impairment of goodwill arising from the Proposed Acquisition when preparing the Company's consolidated financial statements covering the period in which the Acquisition is completed. The Company's consolidated financial statements will be subject to the annual audit by the Company's auditor in accordance with Hong Kong Standards of Auditing.

- 5. Pursuant to the acquisition agreement dated 13 April 2026, the seller guarantees to the Buyer that the actual net profits before tax ("**Actual Profits**") for the year ending 31 December 2026 shall be no less than the guaranteed profits before tax of RMB50,000,000 ("**Guaranteed Profits**").

If the Actual Profits is less than the Guaranteed Profits, the Seller shall pay to the Buyer a cash compensation (the "**Compensation**") calculated as follows:

Compensation = RMB78,000,000 × (Guaranteed Profits – Actual Profits)/Guaranteed Profits. The maximum Compensation payable shall be RMB25,000,000

The Compensation, if any, shall be due and payable in immediately available funds within 15 business days after the final determination of the Actual Profits.

To secure the seller's potential obligation to pay the Compensation, the seller grants to the Company a first-priority pledge over all the Consideration Shares (the "**Pledged Shares**") and the parties shall execute a separate share pledge agreement at Completion. The pledge shall be released upon the earlier of: (i) fulfilment of the Profit Guarantee; or (ii) the full payment of any Compensation due.

The profit guarantee should be measured at fair value at each reporting date, with changes in fair value recognised in profit or loss. The estimate of the pro forma fair value of the profit guarantee as at 31 December 2025 was measured in accordance to Hong Kong Financial Reporting Standard 13 “Fair Value Measurement”. Changes in subjective input assumptions could materially affect their pro forma fair values.

Based on the unaudited management account of Hangzhou Company for the period ended 31 March 2026, the Directors considered the profit guarantee shall be achievable, it is assumed that the profit guarantee has no fair value for the purpose of the Unaudited Pro Forma Financial Information.

Upon completion of the Proposed Acquisition, the Directors will engage an independent qualified professional valuer to carry out the valuation of the contingent consideration payable as at the date of completion of the Acquisition, based on facts and circumstances existing as at that date. The valuation of the profit guarantee may be significantly different from the assumed valuation used for the purpose of preparation of the Unaudited Pro Forma Financial Information.

6. The adjustment represents the estimated acquisition related costs of approximately HK\$1,965,000 (the “**Transaction Costs**”) assumed to be paid, including audit, legal, valuation and other professional services relating to the Proposed Acquisition, which would be settled by bank balances and cash of the Enlarged Group and are charged to profit or loss. This adjustment is not expected to have a continuing effect on the Enlarged Group.
7. No adjustment has been made to reflect any trading results or other transaction of the Enlarged Group entered into subsequent to 31 December 2025 for the unaudited pro forma consolidated statement of assets and liabilities.

**(B) INDEPENDENT REPORTING ACCOUNTANTS’ ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report received from the reporting accountant, Moore CPA Limited, Certified Public Accountants, Hong Kong, in respect of the Enlarged Group’s unaudited pro forma financial information for the purpose in this circular.



Moore CPA Limited

1001-1010, North Tower, World Finance Centre,
Harbour City, 19 Canton Road,
Tsim Sha Tsui, Kowloon, Hong Kong

大華馬施雲會計師事務所有限公司

香港九龍尖沙咀廣東道19號
海港城環球金融中心北座1001-1010室

T +852 2375 3180

F +852 2375 3828

www.moore.hk

**INDEPENDENT REPORTING ACCOUNTANTS’ ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

TO THE DIRECTORS OF TRANSTECH OPTTELECOM SCIENCE HOLDINGS LIMITED

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Transtech Optelecom Science Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information (the “**Unaudited Pro Forma Financial Information**”) consists of the unaudited pro forma consolidated statement of assets and liabilities as at 31 December 2025 and related notes as set out in Part A of Appendix III to the circular dated 26 June 2026 (the “**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 Part A of Appendix III to the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed acquisition of 100% of Hao Min Investment Holding Limited (the “**Target Company**”) and its subsidiaries (collectively referred to as the “**Target Group**”) (the “**Proposed Acquisition**”) on the Group’s financial position as at 31 December 2025 as if the Proposed Acquisition had taken place at 31 December 2025. As part of this process, information about the Group’s assets and liabilities has been extracted by the Directors from the Group’s consolidated financial statements for the year ended 31 December 2025, on which an auditor’s report has been published.

Directors' Responsibilities 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 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

Our Independence and Quality Management

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

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1 “Quality Management for Firms That Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and 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 (“**HKSAE**”) 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the 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 purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the 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 Unaudited Pro Forma Financial Information included in an investment circular is solely to illustrate the impact of a significant event or transaction on the unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions at 31 December 2025 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 event or transaction, 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 accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction 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 Enlarged Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Moore CPA Limited

Certified Public Accountants

Moore CPA Limited

Hung Wan Fong Joanne

Practising Certificate Number: P05419

Hong Kong, 26 June 2026