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DASHAN EDUCATION HOLDINGS LIMITED

大山教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9986)

SUPPLEMENTAL ANNOUNCEMENT

DISCLOSEABLE TRANSACTION

ACQUISITION OF 52% EQUITY INTEREST IN THE TARGET COMPANY AND ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Dashan Education Holdings Limited dated 28 August 2025 (the “**Announcement**”) in relation to the Acquisition and issue of Consideration Shares under General Mandate. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

SUPPLEMENTAL AGREEMENT

The Board announces that on 17 November 2025 (after trading hours), the Company (as purchaser) and the Vendors entered into a supplemental agreement (the “**Supplemental Agreement**”) to the Sale and Purchase Agreement, pursuant to which the Company and the Vendors have agreed to amend certain terms of the Sale and Purchase Agreement.

Lock-up undertaking

The Vendors undertakes to the Company that, without prior written consent of the Company, the Vendors shall not dispose of, assign, pledge, mortgage or create any encumbrance or otherwise transfer by any means whatsoever in respect of any of:

- (a) 20% of the Consideration Shares (i.e. 20,000,000 Shares, of which the Vendor A holds 12,000,000 Shares and the Vendor B holds 8,000,000 Shares) from the date of issue of the Consideration Shares and one month after the issue date of the audit report of the Target Company for the year ended 31 December 2025; and

- (b) the remaining 80% of the Consideration Shares (i.e. 80,000,000 Shares, of which the Vendor A holds 48,000,000 Shares and the Vendor B holds 32,000,000 Shares) from the date of issue of the Consideration Shares and one month after the issue date of the audit report of the Target Company for the year ended 31 December 2026;

(together, the “**Lock-up Periods**”).

During the Lock-up Periods, the original share certificates of the relevant Consideration Shares shall be kept by the Company in custody.

Performance targets

The Vendors agree and undertake to the Company that if the Target Company records a loss for the year ending 31 December 2025 and/or 2026, each of the Vendors shall pay an amount calculated according to the following formulas to the Company within one month from the issue date of the relevant audit report of the Target Company:

If a loss is recorded for the year ending 31 December 2025:

The amount payable by the Vendor A to the Company = $(\text{HK\$}20,000,000 + \text{actual amount of the consolidated loss before tax of the Target Company}) \times 4 \times 31.2\%$

The amount payable by the Vendor B to the Company = $(\text{HK\$}20,000,000 + \text{actual amount of the consolidated loss before tax of the Target Company}) \times 4 \times 20.8\%$

If a loss is recorded for the year ending 31 December 2026:

The amount payable by the Vendor A to the Company = $(\text{HK\$}30,000,000 + \text{actual amount of the consolidated loss before tax of the Target Company}) \times 4 \times 31.2\%$

The amount payable by the Vendor B to the Company = $(\text{HK\$}30,000,000 + \text{actual amount of the consolidated loss before tax of the Target Company}) \times 4 \times 20.8\%$

The total compensation payable by each of the Vendors shall not exceed the amount of their respective Consideration and shall be paid in cash.

The Vendors agree and undertake that if they fail to pay the compensation in full by cash, the Company shall be entitled to repurchase the corresponding amount of the Consideration Shares from the Vendors at no cost, or cancel or annul the Consideration Shares on the date one month after the issue date of the relevant audit report of the Target Company. The Vendors shall authorise the Directors as their authorised representative to carry out any and all actions, filings and registration procedures in relation to the transfer, cancellation or repurchase of the Consideration Shares, and the Vendors shall cooperate with the Company in completing all such actions, filings, and registration procedures.

The Company and the Vendors agree that the transfer price of the repurchase, cancellation or annulment of the Consideration Shares shall be calculated at HK\$1.04 per Share (being the Issue Price of the Consideration Shares). If the repurchased, cancelled or annual Consideration Shares do not fully cover the amounts payable to the Company, the Vendors shall pay the remaining balance in cash to the Company.

Save for the above, the other major terms and conditions of the Sale and Purchase Agreement shall remain effective.

THE VALUATION

In addition, the Company would like to provide the Shareholders and potential investors of the Company with additional information in relation to the valuation of the Target Company.

The appraised value of the Target Company, on 100% shareholding basis and with the PRC Company A being the major operating subsidiary of the Target Company, shall be approximately HK\$206.0 million (instead of HK\$202.2 million as previously disclosed in the Announcement) as at 31 May 2025 which is determined by the Valuer using the market approach.

The detailed calculation of the 100% equity value of the Target Company is as follows:

Subject	Amount ¹	Formula
Sales for the six months ended 31 December 2024 for the PRC Company A (unaudited) ²	27,117,449	A
Sales for the five months ended 31 May 2025 for the PRC Company A (unaudited) ²	49,098,446	B
Sales for 12 months ended 31 May 2025 for the PRC Company A (annualised)	83,144,612	C=(A+B)/11*12
Market price multiple observed	2.15	D
DLOM	15.6%	E
CP	24.8%	F
WFOE (PRC) shareholdings %	100%	G
HK Company (Hong Kong) shareholdings %	100%	H
Target Company shareholdings %	100%	I
100% equity value of the Target Company in RMB (round)	188,300,000	J=C*D*(1-E)* (1+F)*G*H*I
Exchange Rate	0.91	K
100% equity value of the Target Company in HKD (round)	206,100,000	L=J/K

Notes:

1. Currency units in RMB (unless stated otherwise).
2. The Valuer relied on the unaudited financials sourced from the management.

Selection of comparable companies

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

- (i) each of the comparable companies (“CoCos”) is generating over 80% of the revenue from similar business operations as the PRC Company A, i.e. from new media business and live-streaming e-commerce industry, which is a segment of brand empowerment, promotion and operation, in the most recent fiscal year;
- (ii) the company’s share trading prices and financial information are publicly available;
- (iii) the company’s share is actively trading and not suspended as at 31 May 2025 (the “**Valuation Date**”);
- (iv) listed on the stock exchange of Hong Kong and/or Chinese Mainland; and
- (v) information on the CoCos must be extracted from a reliable source.

Based on the selection criteria and the search from the FactSet Database (a financial data provider developed by FactSet Research Systems Inc., a global industry leader in acquiring, integrating and managing core financial data), a set of potential CoCos was comprised. Then, more comprehensive research has been carried out on the selection process by the following steps:

- (i) searching from the FactSet Database, restricting the companies listed on the stock exchange of Hong Kong and/or Chinese Mainland, and the industry;
- (ii) identifying listed companies generating over 80% of the revenue engaged in the similar business, i.e. new media business and live-streaming e-commerce industry, which is a segment of brand empowerment, promotion and operation; and
- (iii) identifying listed companies actively trading and not suspended as at the Valuation Date.

Valuation approach and methodology

The Valuer has considered the profitability of both the PRC Company A and CoCos and noted that the majority of CoCos engage in the similar business suffering from losses, ruling out the applicability of the profitability ratio (such as P/E). As the PRC Company A is asset-light without significant financial leverage, EV-based multiples are not necessary. Thus, last 12-month (LTM) P/S Ratio is adopted in the valuation, given that the PRC Company A will be able to maintain the current revenue size in the foreseeable future, as discussed and confirmed with the management of the Company.

P/S Ratio is considered appropriate and adopted in the valuation as it is a widely adopted pricing multiple in valuation. It is a ratio for valuing a company that measures its current market capitalisation relative to its sales and business scale. It relates the market value of a company's equity to its sales, an important driver of shareholder value. The LTM P/S multiple is derived by dividing the market capitalisation of the underlying company with its sales as of the Valuation Date.

As previously disclosed in the Announcement, seven CoCos were selected by the Valuer, with a median of P/S Ratio of 2.11. The Board wishes to clarify that based on the aforementioned selection criteria and the search from the FactSet Database, only six CoCos were adopted by the Valuer, with the median of trailing P/S Ratio of 2.15, after ruling out the CoCo that does not conform with the aforementioned selection criteria. The details are as follows:

CoCos	Market Capitalisation (million)	LTM Sales (million) ¹	P/S Ratio (times)
InMyShow Digital Technology (Group) Co., Ltd.	8,695	3,972	2.19
Inly Media Co., Ltd	4,285	6,999	0.61
Qingmu Tec Co., Ltd	4,262	1,198	3.56
Hangzhou Onechance Tech Crop.	5,618	1,186	4.74
Many Idea Cloud Holdings Limited	41	1,791	0.02
East Buy Holdings Limited	12,479	5,914	2.11
Netjoy Holdings Limited	332	2,941	0.11 (Outlier ²)
		Median	2.15

Notes:

1. Latest available data is adopted as of the Valuation Date.
2. Netjoy Holdings Limited is considered an outlier and excluded, as it does not fulfill the selection criteria of actively trading and not suspended as of the Valuation Date.

P/S ratio is favoured in cross-industry comparisons or for companies with divergent business models because (i) unlike earnings or book value of equity, revenue is less susceptible to accounting variations (e.g. depreciation methods, tax treatments) and is more comparable across industries. This makes P/S useful for evaluating companies with negative earnings (e.g., startups, high-growth tech firms) or cyclical businesses where profits fluctuate; and (ii) for businesses heavily relying on expansion (such as the PRC Company A), revenue growth is a clear indicator of potential than short-term profits by capturing investor sentiment about future sales scalability, even if current profitability is low. Further, while absolute P/S values vary by sector, the ratio allows for relative valuation within peer groups. Accordingly, given the contextualised industry norms, current business scalability and comparability within CoCos, adopting LTM P/S ratio is fair and reasonable for its simplicity and revenue-driven focus.

Notwithstanding a short operating history, the PRC Company A has established and developed an effective and standardised business model with operation teams specialising in production of online advertising contents on new media and promotion of brands and products through live-streaming e-commerce platforms. These operation teams are well supported by the production teams and departments of the PRC Company A. Also, the senior management of the PRC Company A possess five to six years of industry experience in promotion of brands and products in the fields of beauty and health and other products using new media and live-streaming e-commerce platforms, longer than the minimum track records of comparable companies. They possess experience in serving renowned brands in the PRC and can achieve customers' marketing goals with revenue models and business plans. Thus, the performance of the Target Group will be able to maintain stable in foreseeable future, the LTM P/S Ratio is applicable for the valuation.

Adjustments adopted

The consideration of adjustments to account for differences between the CoCos and the Target Group lies on 3 factors, (i) similarity of business, (ii) size, and (iii) marketability:

- (a) The screening criteria for the CoCos strictly focus on the revenue streams from new media business and live-streaming e-commerce industry, which is a segment of brand empowerment, promotion, and operation, and the geographic revenue from Chinese Mainland of CoCos aligns with the Target Group. Thus, the selected CoCos are all engaged in the same business and are generating over 80% (a relatively high threshold) of the revenue of each CoCos' most recent fiscal year, which is derived from similar business operations to the Target Group, and are listed on the stock exchange of Hong Kong and/or Chinese Mainland.

Given the above criteria, if CoCos' business nature and operational details do not align with the Target Group, it has been excluded.

- (b) The essence of the market approach is "market-based valuation" and "observable inputs", meaning we believe the market already prices the assets considering all the observable factors from the view of market participants. The valuation is regarded as the Level II Input, which are other than quoted prices included in Level I that are observable for the asset or liability.

Under the semi-strong form of efficiency market, market price of CoCos has reflected all the publicly available information, including risk, company's revenue size, volatility, financing capability, etc. Thus, the adopted LTM P/S ratio, comprising the market cap and LTM sales of CoCos, will be the direct input that can be observed and incorporates the market factors such as risk, revenue size, volatility, and financing capability, etc. Forcing a secondary adjustment over the adopted P/S ratio (such as size premium, as one of unobservable inputs from market participants) negates the validity of efficiency market.

- (c) Regarding the difference of publicly listing and unlisted status, the DLOM of 15.6% for marketability adjustment is adopted. The DLOM in the valuation of the equity interest is to compensate for the potential difficulty of selling the equity shares, which are not traded on a stock exchange, compared with those of the peer companies that are traded publicly in stock exchange markets.

In addition to the information disclosed in the Announcement, the Company would like to provide the Shareholders and potential investors of the Company with supplemental information on the Acquisition.

BASIS OF THE CONSIDERATION

As disclosed in the Announcement, the Considerations were arrived at after arm's length negotiations among the parties to the Sale and Purchase Agreement with reference to (i) the appraised value of the Target Company as at 31 May 2025, (ii) the past performance and future prospects of the PRC Company A, and (iii) other factors as set out in the section headed "Reasons for and benefits of the Acquisition" in the Announcement. In light of the principal business of the Target Group which typically adopts an asset-light business model, its net assets of approximately RMB11.6 million as at 30 June 2025 does not adequately reflect the Target Group's overall value, given the nature of its operations and reliance on intangible assets which include streamer matrix resources, long-standing and high-retention brand client relationships, comprehensive operational methodologies across all product categories. Such intangible assets are key contributors to the Target Group's success, and are not captured by net assets. Therefore, the net assets of the Target Group was not considered when arriving at the Consideration.

BASIS OF THE ISSUE PRICE

As disclosed in the Announcement, the Issue Price was HK\$1.04. It was arrived at after arm's length negotiation among the parties to the Sale and Purchase Agreement with reference to and after having considered, among others, the followings:

- (a) the Group's financial position, particularly the Group's liquidity and cash position, as at 30 June 2025;
- (b) the payment methods (being settlement of the consideration by allotment of the Consideration Shares) which would not affect the cash position and liquidity of the Group;
- (c) the possibilities for the Company to conduct equity fundraising activities to finance the Acquisition;
- (d) the recent financial performance of the Company for the year ended 31 December 2024 and the six months ended 30 June 2025 and the fact that the Group recorded loss for the years ended 31 December 2021, 2022, 2023 and 2024;
- (e) the historical trading prices of the Shares, in particular the lowest trading price was HK\$1.14 in 30-consecutive trading days prior to the entry into the Sale and Purchase Agreement;
- (f) the historical trading volume of the Shares and the average daily trading volume of the Shares was generally low;
- (g) the Lock-up Periods that the Consideration Shares are subject to;
- (h) the theoretical dilution effect of the Consideration Shares would be approximately 2.2%;
- (i) the discount of the Issue Price of the Consideration Shares was not more than 20% to the benchmarked price in Rule 13.36(5) of the Listing Rules;
- (j) the business prospects of the Target Group;
- (k) the financial performance of the Target Group for the year ended 31 December 2024 and the six months ended 30 June 2025; and
- (l) the factors set out in the section headed "Reasons for and benefits of the Acquisition" in the Announcement and in this announcement.

Based on the above, the Board considered that the Issue Price was fair and reasonable in light of the discount.

PERFORMANCE TARGETS

As disclosed in the Announcement, the Vendors guaranteed the Performance Targets to the Company. When assessing the achievability of the Performance Targets, the Board considered the Target Group's actual operating data and resource reserves which include (a) existing business relationship with customers and transaction amounts, (b) scheduling plans on live-streaming on e-commerce platforms, and (c) historical productivity data which reflects the profitability per streamer and per brand in live broadcasting.

Based on the management accounts of the Target Group, (a) the revenue of the Target Group reached approximately RMB27.1 million (being approximately HK\$29.6 million) for the six months ended 31 December 2024 and approximately RMB49.1 million (being approximately HK\$53.7 million) for the five months ended 31 May 2025; and (b) the profit before tax of the Target Group was approximately RMB3.6 million (being approximately HK\$3.9 million) for the six months ended 31 December 2024 and approximately RMB10.2 million (being approximately HK\$11.2 million) for the five months ended 31 May 2025. Based on the current business scales and the historical productivity data, and assuming that the PRC Company A maintains its current operating scale and profit margin and taking into account the synergies brought by the Group after the Acquisition as described in the section "Reasons for and benefits of the Acquisition" in the Announcement and this announcement and the contribution brought by the PRC Company B after commencing operation, it is expected that there will be a significant increase in revenue of the Target Group in 2026 as compared with that in 2025.

In order to safeguard the interest of the Company and its shareholders, the following protective measures have been put in place:

- (a) a clear compensation mechanism has been set out in the Sale and Purchase Agreement, under which each of the Vendors is required to pay the Company an amount calculated based on an agreed formula if the Performance Target is not reached;
- (b) the audited financial statements of the Target Group for the years ending 31 December 2025 and 2026 shall be prepared by an independent auditor designated by the Company which will serve as the sole basis for determining whether the Performance Targets have been met;
- (c) the Consideration Shares shall be subject to Lock-up Periods, thereby restricting short-term disposals and aligning the Vendors' interests with the long-term performance of the Company;
- (d) upon completion of the Acquisition, the Company will obtain control over the Target Group, including the right to nominate directors to the board of the Target Group. It will also appoint a financial controller and other key management personnel to participate in the Target Group's operations, ensuring effective oversight and alignment with the Company's governance standards; and

- (e) core management members of the Target Group will enter into retention agreements with the Target Group for a period of not less than two years, along with non-compete undertakings, to ensure the stability of the core management team, prevent the loss of key personnel and resources, and maintain business continuity after the Acquisition.

INFORMATION OF THE COMPANY

As disclosed in the Announcement, the Group is currently principally engaged in, among others, the provision of diversified consultancy services for entities, including brand operation and management and other consultancy services. The Group acts as agent to facilitate transactions for goods sold through e-commerce platforms and earns commission. In 2025, the Group has expanded its brand operation and management portfolios to cover two new brands of beauty and health products. Having considered the market conditions, the industry experience of the Group's management on brand operation and management and business prospects, the Group intends to devote more resources and efforts to develop and expand its brand operation and management business. The Group intends to diversify such business to include three areas of services, including (i) live-streaming and content creation, (ii) AI technology stream, and (iii) brand development.

INFORMATION OF THE TARGET GROUP

The Target Group is a service provider engaging in brand empowerment, promotion and operation in the fields of beauty and health. It provides online advertising services on new media (including creation of online advertisements in short video format), marketing and promotion of products through live-streaming e-commerce platforms (including engaging celebrities, influencers and/or key opinion leaders (“**KOLs**”) for live broadcast activities) and provision of customer services. The Target Group is generally engaged by brand owners to promote its brands and products to target consumers and would receive service fees from brand owners.

The business of the Target Group can be generally categorised as (i) live-streaming e-commerce operation and (ii) new media operation. Under live-streaming e-commerce operation, the Target Group would engage and manage streamers (such as celebrities, influencers and/or KOLs) and provide live broadcasting services on e-commerce platforms to promote the sales of products. Under new media operation, the Target Group would provide and create online advertisements, design and plan various marketing events to enhance brand and product awareness, product promotion campaigns or other marketing events for different purposes to meet different marketing goals of customers.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, there is, and in the past twelve months, there has been, no material loan arrangement between (a) the Target Group, any of their directors and legal representatives and/or any ultimate beneficial owner(s) of the Target Group who can exert influence on the transaction; and (b) the Company, any connected person at the Company's level and/or any connected person at the subsidiary level (to the extent that such subsidiary/subsidiaries is/are involved in the transaction).

Competitive strengths of the Target Group

The Target Group commenced its operation since the inception of the PRC Company A in June 2024. Notwithstanding a short operating history, the Target Group has established and developed an effective and standardised system for provision of services from event formulation, content planning and creation, live-streaming e-commerce operation and customer services specialising in production of online advertising contents on new media and promotion of brands and products through live-streaming e-commerce platforms. Under the system, a systematic and structured workflow has been in place to ensure seamless integration between the operation team and production team for efficient management and operation. The operations team aligns with clients on needs, target audience and conversion metrics while the production team designs campaign themes and content formats. Prior to the livestream, both teams prepare scripts, materials and conduct host training and rehearsals. During the livestream, the operations team conducts real-time data monitoring and the production team adjusts visual presentation and pacing as necessary. After the livestream, the operations team delivers data analysis reports and the production team refines content for secondary promotion.

The management of the Target Group possesses extensive experience in promotion of brands and products in the fields of beauty and health and other products using new media and live-streaming e-commerce platforms and experience in serving renowned brands in the PRC and is able to achieve customers' marketing goals. They have in-depth understanding on operation of live-streaming e-commerce platforms, advertising on new media and consumer behaviours. Leveraging on the industry experience of the management of the Target Group, the Target Group was able to establish business relationship with renowned brand owners and assisted them in promotion of their brands and products on e-commerce platforms.

Further, the Target Group has developed business relationship with high quality streamers (including celebrities, influencers and/or KOLs) with strong sales capabilities for live broadcast on live-streaming e-commerce platforms, and also a customer base with renowned brand owners of beauty products. By entering into contracts with such streamers, some of which are with contract term of three to five years and on an exclusive basis, the Target Group will be able to maintain and secure consistent sales performances and visibility, streamline campaign planning and execution and build consumer confidence through continuous association with such streamers.

Leveraging on the industry experience of the management of the PRC Company A, the Target Group was able to establish business relationship with renowned brand owners and assisted them in promotion of their brands and products on e-commerce platforms. Under the leadership of management of the PRC Company A, despite a short operation history, the revenue of Target Group reached approximately RMB27.1 million (being approximately HK\$29.6 million) for the six months ended 31 December 2024 and approximately RMB49.1 million (being approximately HK\$53.7 million) for the five months ended 31 May 2025. Such significant increase in revenue was primarily attributable to (a) the fact that during the first three months of its establishment since June 2024, the PRC Company A was in the preparation and trial operation phase, focusing on team building, negotiations with brand

partners and engagement with key streamers. In 2025, the organisational structure setup was completed, its full-chain livestreaming capabilities was enhanced and core brand partnerships was solidified, thus, the business transitioned into a phase of stable and scalable operations; and (b) the increase in engagement with celebrities, influencers and/or KOLs to serve as streamers for promotion of brands and products in live broadcasting, thereby increased the sales performance of its customers.

Impact of regulatory changes on the Target Group's industry

Given the emerging nature of the livestream e-commerce and new media advertising sectors in the PRC, the Board recognises that the Target Group operates in a regulatory environment that is rapidly evolving and has reviewed the current laws and regulations governing the e-commerce and new media industries, consulted legal advisers on the related laws and regulations, assessed the Target Group's internal control for legal compliance and conducted risk assessment. The Board has also considered the followings:

- (a) the overall regulatory approach to the e-commerce and new media industries has shifted from a stance of “tolerance and prudence” to one focused on “standardisation and quality improvement”. Regulation becomes more structured, detailed and proactive;
- (b) livestreaming sales by hosts are deemed to be endorsement activities which will be subject to relevant laws and regulations such as the Advertising Law of the PRC and the Consumer Rights Protection Law of the PRC. Regulations concerning efficacy claims, original price and discount labeling, and false or exaggerated advertising are expected to become more stringent;
- (c) institutions and livestream hosts engaged in e-commerce and new media may be subject to qualification requirements, and may need to undergo review, registration, and periodic assessments by the relevant authorities in the PRC;
- (d) with the integration of e-commerce platforms transaction data and the tax system, institutions and hosts in the livestreaming e-commerce and new media sectors will face stricter regulation regarding income reporting and invoice management; and
- (e) livestreaming e-commerce and new media operations involve sensitive confidential information of the users, as well as user preference profiling through big data analysis. Improper management may lead to privacy breaches or data misuse risks.

As at the date of this announcement, save as disclosed above, the Board does not foresee any major changes in the laws and regulations related to the Target Group's industry that would significantly affect the business operation of the Target Group nor major unfavorable changes in the policies of the e-commerce platforms in which the Target Group operates. The Company will closely monitor any national policy and regulatory changes related to the Target Group's industry, assess the potential impact and take appropriate countermeasures as and when necessary.

REASONS FOR AND BENEFITS OF THE ACQUISITION

As disclosed in the Announcement, the Acquisition will enable the Group and the Target Group to demonstrate their respective strengths and realise complementary advantages and business synergy. The Board would like to supplement the followings:

- (a) upon completion of the Acquisition, the Target Group will become subsidiaries of the Company. With a background as a member of a publicly listed company and with well-established corporate governance structure and practise, it would be easier for the Target Group to gain customer trust and explore new business opportunities which would facilitate business development and expansion and deepen the business relationship with existing customers of the Target Group;
- (b) the Company has access to capital market and is able to raise funds to finance the business development and expansion of the Target Group as and when necessary and appropriate;
- (c) as a company listed on the Stock Exchange and with employee incentive schemes (such as share option scheme and share award scheme), the Company can attract, recruit and retain suitable talents for business development and expansion of the Target Group;
- (d) the executive Director and chief executive officer, Mr. Li Jing, possesses in-depth market experience in brand supply chain development and top-tier celebrity live-streaming experience. Mr. Li has served various renowned brand owners and promoted various products for customers through live-streaming marketing;
- (e) the Group has expanded its brand operation and management portfolios to cover two new brands of beauty products. Leveraging on the live broadcasting and new media experience of the Target Group, the Group could promote these two brands in an efficiency manner and would achieve a business growth;
- (f) the Target Group has developed a standardised operation system for provision of services from event formulation, content planning and creation, live-streaming e-commerce operation and customer services. This would strengthen the Group's brand operation and management capabilities;
- (g) the Target Group has developed a customer base with renowned brand owners of beauty products. This would expand the Group's customer base and strengthen the Group's ability to serve sizeable companies;
- (h) the management of the Target Group possess in-depth market experience in live broadcasting and use of new media for online advertising and marketing and have thorough understanding on consumer behaviour and operation of e-commerce platforms. Such experience can facilitate the expansion of the Group's brand operation and management business in a cost-efficient manner;

- (i) the Target Group has developed business relationship with high quality streamers (including celebrities, influencers and/or KOLs) with strong sales capabilities for live broadcast on live-streaming e-commerce platforms. After Acquisition, the Group could collaborate with the Target Group and share the resources on live broadcasting on live-streaming e-commerce platforms. It could elevate the Group's brand operation and management business, which is beneficial to development of the Group; and
- (j) leveraging the operational experience and technological strengths of the PRC Company B's shareholders in the digital human field, the Group would be able to quickly enter into the digital human live-streaming sector.

In light of the foregoing, the Acquisition creates synergy by combining the Group's financial and corporate strength and brand management expertise with the Target Group's operational and live-streaming capabilities and established streamers' network. This integration will provide a seamless solution for e-commerce marketing and brand promotion, expands customer reach and position the Group to leverage emerging technologies such as digital human live-streaming, thereby enhancing the Group's competitiveness.

Having considered the above factors, the Directors consider that the Sale and Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

By order of the Board
Dashan Education Holdings Limited
Chan Kwong On
Company Secretary

Hong Kong, 17 November 2025

As at the date of this announcement, the executive Directors are Mr. Zhang Hongjun, Mr. Li Jing and Mr. Shan Jingchao; and the independent non-executive Directors are Dr. Xie Xiangbing, Ms. Wang Yanxiao and Mr. You Huanyu.