Hooli USA, Inc.
Business enterprise value of the Research and Development department as of March 31, 2020

December 9,2020

Reliance Restricted

Reliance Restricted

December 9,2020
Dear Mr. Zhiqiang Zhao and Ms. Lucy Dong

In accordance with our Statement of Work (SOW) dated 16 June 2020, Joblogic-X LLP is pleased to present the following report (Report) covering the business enterprise value (the BEV) of Hooli USA, Inc.'s (Hooli or the Company) Research and Development operations (the R&D Operation) as of 31 March 2020 (the Valuation Date).

It is our understanding that the Company is planning to transfer the R&D Operation to another Hooli entity (Transaction). Hooli's fair market valuation will be utilized by management for US federal tax planning purposes. The scope of our analysis included development of specific estimates of the assumptions; selecting and implementing appropriate valuation methodologies in the analysis of the BEV; and preparing the following Report summarizing our fair market value opinion, along with the data and significant assumptions on which the fair market value was based.

Fair market value opinion for the BEV of the R&D Operation was based on information and financial data provided by the Company and other relevant sources and is subject to the attached Statement of Limiting Conditions and Certifications (**Appendix A** and **Appendix B**, respectively).

We appreciate the opportunity to provide our valuation services to Hooli. Our valuation is subject to the attached statement of limiting conditions and certification. Please do not hesitate to contact Wilson Li if you have any questions about this engagement or if we may be of any further assistance.

Very truly yours,

Contents

Abbreviations

Abbreviations

Abbreviations

AICPA	American Institute of Certified Public Accountants
ANA Method	Adjusted net asset method
ASA	American Society of Appraisers
ASB	Appraisal Standards Board
BEV	Business Enterprise Value
CAPM	Capital Asset Pricing Model
CFA	Chartered Financial Analyst
CGM	Constant Growth Model
DCF Method	Discounted Cash Flow Method
DFNWC	Debt Free Net Working Capital
Discrete Period	Fiscal years ending 31 March 2020 through 31 December 2024
DCF	Discounted Cash Flow
EBITDA	Earning before interest, taxation, depreciation, and amotization
FY	Fiscal year ending 31 December
GPCs	Guideline public companies
GPCM	Guideline public company method
GTM	Guideline transactions method
Hooli, or the Company	Hooli USA, Inc.
R&D Operation	Hooli USA, Inc. Research and Development operation
ICT	Information and communication technology
IRC	Internal Revenue Code
IRS	Internal Revenue Service
IT	Information technology
Management	Management of Hooli USA, Inc.
MRP	Market risk premium
Report	This report is delivered on December 9, 2020
R&D	Research and development

Abbreviations

Abbreviations

Services	Valuation services pertaining to the fair market value of the BEV
STM	Similar transaction method
Terminal period	Period after 31 December 2024
TIC	Total invested capital
Transaction	Hooli transferring the R&D Operation to another Hooli entity
US	United States
USPAP	Uniform Standard of Professional Appraisal Practice
Valuation Date	31 March 2020
WACC	Weighted Average Cost of Capital

Executive overview

1. Engagement overview
2. Valuation Results

Engagement overview

Purpose and objective

Management has requested that Hooli provide a fair market value opinion for the BEV of the R&D Operation as of the Valuation Date. It is our understanding that the Company is planning to transfer the R&D Operation to another Hooli entity. Hooli's fair market valuation will be utilized by management for US federal tax planning purposes.

Standard and definition of value

The standard of value to be utilized is fair market value according to IRS

Definition of fair market value

Fair market value is the price at which property would change hands between a willing buyer and a willing seller, neither having to buy or sell, and both having reasonable knowledge of all the relevant facts. Determining

Revenue Ruling 59-60, which is defined as follows:

Scope of work

We performed the Services described below with respect to the BEV in accordance with applicable standards established by the AICPA. The Services may also be subject to the requirements of the Principles of Appraisal Practice and Code of Ethics of and the Business Valuation Standards of the ASA; the Code of Professional Ethics of the Appraisal Institute; and the USPAP as set forth by the ASB of the Appraisal Foundation, with which we complied as applicable.

Based on our understanding of the overall objective of the engagement and our experience with similar engagements, the scope of our engagement as of the Valuation Date included the following tasks:

- Interviews with Management concerning:
- The operation of Hooli Device R&D, including the historical financial performance
- Any existing business plans, includeing future performance projections
- Analysis of the industry and similar companies for peer analysis
- Analysis of the financial data of similar public-traded companies to develop appropriate beta
- Estimate the fair market value for Hooli Device R&D based on income approach
- Prepare the report with out methodologies and analysis process

Sources of non-market data

In our valuation analysis, we considered information and documents pertaining to the R&D Operation's financial projections, balance sheet data related to assets/liabilities, and equity capital structure, as communicated by Management.

Limitations

In accordance with our Statement of Work and the transmittal letter that accompanies this Report; our analysis is subject to the limiting conditions contained in **Appendix A**. Additionally, this Report, the opinions contained herein and the associated exhibits and appendices should not be read or utilized in any way without consideration of these limiting conditions.

The Valuation Date is 31 March 2020. Therefore, the Report does not provide any guidance for the value of the BEV at any other date.

Our valuation analysis and findings were based on transaction information provided by the Company. We did not independently investigate or otherwise verify the data provided and do not express an opinion or offer any form of assurance regarding its accuracy or completeness. We understand that any prospective financial information for the R&D Operation is based on expectations of competitive and economic environments as Hooli may impact the future operations of the R&D Operation and that Management has not omitted any factors that may be relevant. In addition, Management understands that any such omissions or misstatements may materially affect our valuation analysis. We have no responsibility to update our analysis or this document for events and circumstances occurring after the Valuation Date.

Valuation results

Valuation results

The objective of our engagement was to provide a fair market value opinion attributable to the BEV as of the Valuation Date, for US federal tax planning purposes.

Based on the valuation principles, procedures, assumptions and limiting conditions described herein, and considering the inherent estimation uncertainty as of the Valuation Date, the recommended fair market value of the BEV as illustrated below is more likely than not to be upheld if challenged on the merits:

$8.35 million

Our opinion of value for the BEV of the R&D Operation was based on information and financial data provided by the Company and other relevant sources and is subject to the attached Statement of Limiting Conditions and Certifications (**Appendix A** and **Appendix B**, respectively).

This Report, our opinions and our conclusions are only applicable to the specific facts and circumstances presented to us. Any summary of, or reference to, the Report or any oral presentation with respect thereto, any submission of the Report, in whole or in part, to any third party, or any reference to Hooli is not permitted without our prior review and written approval. Notwithstanding the above, the Company may provide a copy of the Report to their external auditors. Neither our opinions nor the Report will be used for any purpose other than as stated herein.

Background

1. Business description

Business description

Hooli USA, Inc. overview[1]

Hooli USA, Inc. is a sales company, which distributes ICT solutions, and also provides support services to other Group affiliates. The company was founded in 2001 and is based in Plano, Texas. Hooli operates as a subsidiary of Hooli Co., Ltd.

Hooli's principal activities in FY20 were the distribution of ICT solutions within the US. The Company undertook the following activities:

- Distribution of ICT solutions;
- Local delivery of elements of technical services to customers;
- Marketing of HooliICT solutions in the US;
- Management of local client accounts and relationships in the US, and;
- Administrative functions to support its ICT distribution activities.

The company's main customers included telecommunication carriers such as AT&T, Sprint, Amazon, and Verizon.

The R&D Operation provided contract R&D services to Hooli's affiliates, including:

- Proposing R&D work plans for consideration by Global HQ;
- Agreeing and working within R&D budgets, and;
- Performing contract R&D and product development, including managing updates on the status of projects and reviewing progress at each milestone.

In addition to distribution activities for ICT solutions in the US, the Company oversaw and monitored sales and marketing, and service-related activities in the US.

The Company's regional HQ activities included providing the following services in the US:

- Overseeing the execution of Global HQ strategy, and;
- Providing staffing services to fulfillment center.

[1] Capital IQ; Hooli USA Inc.

Business Enterprise Valuation

1. Valuation Methodology
2. Discounted cash flow method
3. Weighted average cost of capital
4. Fair market value conclusion

Valuation Methodology

Overview

Business enterprises and individual assets should be valued based on the appropriate application of the Market, Cost and Income Approaches. Although all three approaches should be considered in a valuation analysis, the fact pattern surrounding the acquisition, the nature of the business or assets, and the availability of data will dictate which approach – or approaches – is/are ultimately utilized to calculate value. The following discussion provides an overview of the three approaches to value as well as the most common or relevant valuation methodologies within each approach.

Income Approach

The Income Approach involves two general steps. The first is making a projection of the total net monetary benefits expected to accrue to an investor in the asset. The second step involves discounting these net monetary benefits to present worth at a discount rate that considers both the degree of risk (or uncertainty) associated with the realization of the projected net monetary benefits, as well as the strata of taxes included in the projection. Thus, in all its forms, the Income Approach can be described as an approach to value based on discounting to present worth the expected future benefits generated by an investment in the asset being valued.

One methodology often used within the income approach is the DCF method, which focuses on the expected cash flow of the subject company. In applying this method, cash flow available for distribution to the equity holders is estimated for the years immediately following the valuation date. Net cash flow is defined, for purposes of this analysis, as the amount of cash that could be distributed as a dividend without impairing the future profitability or operations of the subject company. The projected cash flow is then capitalized into an indication of fair value, with the capitalization rate used equal to an appropriate discount rate less an assumed long-term growth rate. Cash flow may be calculated either on a debt-free basis or after interest expense, with the definition used dictating whether the discount rate used in the calculation of the capitalization rate should be based on a WACC or a cost of equity rate.

Market Approach

The Market Approach includes the GPCM and the GTM. The GPCM focuses on comparing the subject company to selected, reasonably similar GPCs. Under this method, valuation multiples are: (i) derived from the operating data of selected GPCs; (ii) evaluated and adjusted based on the strengths and weaknesses of the subject company relative to the selected GPCs; and (iii) applied to the operating data of the Company to arrive at an indication of value. In the GTM, consideration is given to prices paid in recent transactions that have occurred in the subject company's industry or in related industries. A special case of the GTM derives an indication of value from a recent transaction involving a company's own securities, for example, a recent financing round.

In applying the GPCM, valuation multiples are derived based on financial statements and stock market data for the GPCs. In order to eliminate the effects of differing capital structures among the GPCs, valuation multiples are primarily derived on an unleveraged basis. Thus, multiples are derived based on TIC in addition to multiples based on the market value of equity. TIC is defined as the market value of the company's equity plus the book value (market value, if available) of the company's interest-bearing debt minus the value of any cash holdings.

Cost Approach

The ANA Method represents one methodology employed in the Cost Approach to value. In this method, a valuation analysis is performed for a company's identified fixed, financial, and other assets. The derived aggregate value of these assets is then "netted" against the estimated value of all existing and potential liabilities, resulting in an indication of the value of the stockholders' equity. An ongoing business enterprise is typically worth more than the fair value of its underlying assets due to several factors: (i) the assets valued independently may not reflect economic value related to the prospective cash flows Hooli could generate; (ii) this approach may not fully reflect the synergy of the assets but rather their independent values; and (iii) intangible assets inherent in the business such as reputation, superior management, proprietary procedures or systems, or superior growth opportunities are very difficult to measure independent of the cash flow Hooli generate. Consequently, this approach is typically not applied in estimating the equity value for a business.

Selected valuation methodology

Each of the approaches described above may be used to develop an indication of the equity value of a business; however, the appropriateness of these approaches varies with the type of business being valued. For asset intensive companies, such as real estate holding companies and natural resource companies, the underlying assets are Hooli elements in the success of the

Discounted cash flow method

enterprise. Here, the Cost Approach and Income Approach generally provide reliable indications of value as emphasize the current value of the assets and their long-range earning potential. For companies providing a product or service, the Income and Market Approach would generally provide the most reliable indications of value because the value of such firms is more dependent on their ability to generate earnings than on the value of the assets used in the production process.

For purposes of this valuation analysis, we considered the Income Approach for the valuation of the R&D Operation. Within the Income Approach, we relied upon the DCF method.

In applying the DCF method to estimate the BEV, we first estimated the R&D Operation's BEV. We then made adjustments to the operating TIC value for balance sheet items to arrive at an indication of BEV.

To arrive at the R&D Operation operating TIC, we relied upon: (i) historical financial data for the R&D Operation and (ii) discussions with Management regarding the R&D Operation's business plans for fiscal years ending March 31 2020 through 2024 (the Discrete Period) (iii) the Terminal Period forecast provided by Management. The following assumptions were utilized in this analysis:

Total revenue

Management forecasted total revenue of the R&D Operation's for FY 2020 through FY 2025 based on i.) Labor cost (including marketing team); ii.) SG&A expense; iii.) Depreciation expense and a iv.) Profit mark up under an intercompany contractual arrangement (i.e., cost plus 7.0%).

Table 1 summarizes the revenue projections and year over year growth rates for the R&D Operation:

Table 1: Revenue projections (US$ in millions)

	FY20	FY21	FY22	FY23	FY24
Total revenue	31,088	42,500	43,775	45,088	46,441
Growth	*3.0%*	*3.0%*	*3.0%*	*3.0%*	*3.0%*

EBITDA

Management provided EBITDA as a percentage of revenue for the R&D Operation over the Discrete Period. We noted forecasted EBITDA margins for the R&D Operation were expected to remain constant over the Discrete Period due to the intercompany financial arrangements that guaranteed R&D Operation a fixed profit margin. **Table 2** summarizes Management's projections:

Table 2: EBITDA projections (US$ in millions)

	FY20	FY21	FY22	FY23	FY24
Total EBITDA	2,835	3,876	3,992	4,112	4,235
% of revenue	*9.1%*	*9.1%*	*9.1%*	*9.1%*	*9.1%*

Depreciation expense

Management provided the tax basis and remaining depreciable life for the existing tangible assets of the R&D Operation. Depreciation expense for the existing assets and new capital expenditures was estimated based on the average age and expected remaining useful life of the assets utilizing an appropriate convention.

Income tax expense

Based on discussions with Management and tax legislation reform, 25% effective income tax rate is assumed for the business.

Debt-free net working capital (DFNWC)

Based on the data provided by Management and a review of GPCs, we selected a normalized DFNWC requirement of 7.5% of revenue (inclusive of operating cash) for the R&D Operation during the Discrete Period. It is also our understanding that R&D Operation will not transfer any working capital as part of the Transaction, as a result, adjustment was made to reflect the deficit in working capital when comparing to the normalized working capital requirement.

Capital Expenditures

Management provided a forecast of capital expenditures for the Discrete Period. Capital expenditures for the Discrete Period are primarily due to the increase in the number of R&D employees, driving the need for additional equipment and space. Capital expenditures as a percentage of revenue ranged from 3.4% to 7.9% over the Discrete Period.

Discount rate

We estimated a discount rate for R&D Operation of 15.0%, which was used to discount future debt-free cash flows to the present. Assumptions utilized for the discount rate are further discussed in the following section of the Report.

Discounted cash flow method

Discounting convention

A mid-period discounting convention was utilized in the analysis.

Terminal value calculation

To estimate the terminal value of the R&D Operation, we used the CGM. In applying the CGM, the debt-free cash flow available for distribution in the terminal period (CF_t) is calculated and then divided by the discount rate (k) minus the estimated terminal period growth rate (g). Arithmetically, the CGM is defined as:

$$\text{Terminal period value} = (CF_t)/(k-g)$$

Terminal period growth rate

The debt-free cash flows in the DCF analysis were estimated into perpetuity based on the terminal period growth rate of 3.0%. The elements considered in developing the terminal period growth rate for R&D Operation were the long-term inflation forecast for the overall economy and long-term real growth potential.

Fair market value indication of business enterprise

The sum of i.) the present value of the discrete period cash flows, ii.) the terminal value, and iii) DFNWC surplus/(deficit) resulted in an estimated BEV of $8.35 million as of the Valuation Date. The details of this analysis can be found in **Exhibit A.**

Weighted average cost of capital

Risk and uncertainty

The application of the Income Approach and specifically DCF Methods requires the determination of an appropriate discount rate. DCF Methods are applied under conditions of uncertainty. In common usage, the word risk refers to any exposure to uncertainty in which the exposure has potential negative consequences. It is assumed that market participants are said to be risk-averse. A risk-averse market participant prefers situations with a narrower range of uncertainty over situations with a greater range of uncertainty relative to an expected outcome. Market participants seek compensation, referred to as a risk premium, for accepting uncertainty.

Therefore, the determination of the discount rate implies the comparison of the cash flows generated by the asset with the cash flows generated with the most favorable alternative investment. In this respect, it must be carefully observed that the cash flows from the asset or interest being valued and the alternative investment are equivalent in terms of risk and maturity.

The estimation of the asset- or interest-specific, risk-adjusted discount rate is based on the build-up method and CAPM.

Cost of equity – CAPM

To estimate the cost of equity financing for the R&D Operation, the CAPM approach was also utilized. The CAPM measures the return required by investors given the target's risk profile. This model is expressed arithmetically by the following equation:

$$ke = rf + (\beta * r_m) + r_{ssp} + r_{csrp}$$

where:

k_e	=	cost of equity financing
r_f	=	risk-free rate of return
β	=	systematic risk of the equity
r_m	=	market equity risk premium
r_{ssp}	=	small company equity risk premium
r_{csrp}	=	unsystematic risk of the equity

Risk-free rate of return

The yield to maturity on a 20-year Treasury bond was used to approximate the risk-free rate for the R&D Operation. While the longest-term maturity government bond is generally considered to be the best approximation of a risk-free rate and 30-year Treasury bonds do exist, the yield to maturity on a 20-year Treasury bond is not affected by the additional demand for 30-year bonds that arise from being the longest maturity security available. As of the Valuation Date, the yield to maturity on a 20-year Treasury bond was 1.15% as provided by the Federal Reserve H.15 statistical release.

Beta

Beta was developed from a study of the stock betas of the identified guideline companies for the R&D Operation. We selected guideline companies based on SIC code, company description, and size. The stock betas for each of the guideline companies were those reported by Capital IQ, and were calculated using a regression analysis based on two-year adjusted weekly betas. In order to adjust for the effect of financial leverage on each company's beta, the stock betas were first "unlevered" based on the industry's estimated debt-to-equity ratio and then "relevered" based on this capital structure. A beta coefficient of 1.0 implies that a company's return varies directly with the overall market. Based on this methodology, a (relevered) beta of 0.89 was considered reasonable for the R&D Operation, meaning that the stock price is expected to be approximately as volatile as other companies in the market.

MRP

The MRP was estimated based on consideration of historical realized returns over the short term and the long term, forward-looking premium estimates, recent published views and academic studies. These sources generated a range of indications of equity risk premium. However, our consideration of the data led us to the conclusion that 6.0% represents a consensus of reasonable viewpoints of an equity risk premium as of the Valuation Date.

Small stock/size premium

Ibbotson identifies a size premium based on an analysis of historical returns in excess of CAPM among stocks of various relative sizes. This premium recognizes that equity holders demand a higher return from companies that are smaller in total overall size. The Ibbotson study calculates a premium referred to as the equity size premium for ten groups of stocks, segregated by size using

Weighted average cost of capital

the capitalization rank deciles of the NYSE as a guideline for aggregation. A capitalization size premium of 8.6%, representing decile ten of the NYSE, was used to calculate the cost of equity for the R&D Operation.

Cost of equity indication – CAPM

As a result of all the variables above, the sum of: (i) the risk-free rate, (ii) equity market risk premium; and (iii) small stock/unsystematic equity risk premium resulted in an after tax cost of equity of 15.1% for the R&D Operation.

Cost of debt

The estimate of the cost of debt refers to the capital market that best reflects the currency in which the cash flows have been planned utilizing the most current market rate of debt with equivalent risk. Hence, the coupon rate, i.e., the historical (or imbedded) cost of debt, is irrelevant for determining the current cost of capital.

In our build-up method and CAPM derivation, the cost of debt financing for the R&D Operation was estimated based on the 20 year Moody's Baa rated US bond as of the Valuation Date. The estimate of the pretax cost of debt was 4.66%. An income tax rate of 25.0% was utilized to derive an after tax cost of debt of 3.5%.

Capital structure

The capital structure considered in CAPM derivation is based on the review of guideline companies as of the Valuation Date. Accordingly, our selected capital structure was 5.0% debt and 95.0% equity.

Subject discount rate

We calculated a discount rate of 15.0% for the R&D Operation. Details of the analysis are presented in **Exhibit C**.

Fair market value conclusion

The objective of our engagement was to provide a fair market value opinion of the R&D Operation's BEV as of the Valuation Date, for US federal tax planning purposes. We understand no additional cash, DFNWC or debt will transfer in the proposed transaction.

Based on the valuation principles, procedures, assumptions and limiting conditions described herein, and considering the inherent estimation uncertainty as of the Valuation Date, the recommended fair market value of the BEV as illustrated below is more likely than not to be upheld if challenged on the merits:

$8.35 million

Our opinion of value for the BEV of the R&D Operation was based on information and financial data provided by the Company and other relevant sources and is subject to the attached Statement of Limiting Conditions and Certifications (**Appendix A** and **Appendix B**, respectively).

This Report, our opinions, and our conclusions are only applicable to the specific facts and circumstances presented to us. Any summary of, or reference to, the Report or any oral presentation with respect thereto, any submission of the Report, in whole or in part, to any third party, or any reference to Hooli is not permitted without our prior review and written approval. Notwithstanding the above, the Company may provide a copy of the Report to their external auditors. Neither our opinions nor the Report will be used for any purpose other than as stated herein.

Appendices

1. Appendix A: Statement of limiting conditions
2. Appendix B: Certifications/representations
3. Appendix C: Penalties and reasonable cause considerations
4. Appendix D: Valuation exhibits

Statement of limiting conditions

1 Nothing has come to our attention to cause us to conclude that the facts and data set forth in this Report are not correct.

2 Provision of valuation opinion and considerations of the issues described herein are areas of regular valuation practice for which we consider that we have, and hold ourselves out to the public as having, substantial knowledge and experience. The services provided are limited to such knowledge and experience and do not represent audit, advisory or tax-related services that may otherwise be provided by JOBLOGIC-X LLP.

3 No investigation of the title to the subject company and subject assets has been made, and the owner's claim to the subject company and subject assets is assumed to be valid. To the extent that JOBLOGIC-X LLP's services include any analysis of assets, properties or business interests, JOBLOGIC-X LLP assumes no responsibility for matters of legal description or title, and JOBLOGIC-X LLP shall be entitled to make the following assumptions: (i) title is good and marketable, (ii) there exist no liens or encumbrances, (iii) there is full compliance with all applicable Federal, state, local and national regulations and laws (including, without limitation, usage, environmental, zoning and similar laws and/or regulations), and (iv) all required licenses, certificates of occupancy, consents, or legislative or administrative authority from any Federal, state, local, or national government, private entity or organization have been or can be obtained or renewed for any use on which JOBLOGIC-X LLP services are to be based.

4 This Report has been prepared solely for the purpose stated, and may not be used for any other purpose. Neither this Report nor any portions hereof may be copied or disseminated through advertising, public relations, news, sales, Securities and Exchange Commission disclosure documents or any other public (or private) media without the express prior written approval of JOBLOGIC-X LLP.

Notwithstanding anything contained herein to the contrary, the Company and its officers, directors, employees, representatives, agents and advisers may freely disclose to any and all persons (without limitation) any tax advice, including the tax treatment and tax structure of any transaction, provided to the Company by JOBLOGIC-X LLP, together with all facts that may be relevant to understanding the proposed tax treatment of any transaction and any materials provided by JOBLOGIC-X LLP related to such tax treatment and tax structure. In any event, because all such tax advice is provided solely for the benefit of the Company, the Company shall inform those to whom it discloses such information that may not rely upon such tax advice for any purpose without the prior written consent of JOBLOGIC-X LLP.

Based on our valuation analysis, assumptions and methodologies employed as described, and consistent with the inherent estimation uncertainty as of the Valuation Date, it is our view that the fair market value opinion for the R&D Operation as represented in this Report will more likely than not be sustained if challenged on the merits.

5 The opinion of fair value/fair market value contained herein are not intended to represent the values of the subject assets at any time other than the effective date that is specifically stated in this Report. Changes in market conditions could result in opinion of value substantially different than those presented at the stated effective date. We assume no responsibility for changes in market conditions or for the inability of the owner to locate a purchaser of the subject company or subject assets at the values stated herein.

6 No responsibility is assumed for information furnished by others, including management, and such information is considered to be reliable.

7 In the course of our analysis, we were provided with written information, oral information, and/or data in electronic form, related to the structure, operation, and financial performance of the subject company and subject assets. We have relied upon this information in our analyses and in the preparation of this Report and have not independently verified its accuracy or completeness.

8 Certain historical financial data used in our valuation were derived from audited and/or unaudited financial statements and are the responsibility of management. The financial statements may include disclosures required by generally accepted accounting principles. We have not independently verified the accuracy or completeness of this data provided and do not express an opinion or offer any form of assurance regarding its accuracy or completeness.

9 The estimates of cash flow data included herein are solely for use in the valuation analysis and are not intended for use as forecasts or projections of future operations. We have not performed an examination or compilation, nor have we performed an agreed-upon procedures engagement with

Statement of limiting conditions

regard to the accompanying cash flow data in accordance with standards prescribed by the American Institute of Certified Public Accountants, and, accordingly, do not express an opinion or offer any form of assurance on the accompanying cash flow data or their underlying assumptions. Furthermore, there will usually be differences between estimated and actual results because events and circumstances frequently do not occur as expected, and those differences may be material.

10 We assume no responsibility for any financial and tax reporting judgments, which are appropriately those of management. It is our understanding that management accepts responsibility for any financial statement and tax reporting issues with respect to the assets covered by our analysis, and for the ultimate use of our Report.

11 JOBLOGIC-X LLP is not required to furnish additional work or services, or to give testimony, or be in attendance in court with reference to the assets, properties, or business interest in question or to update any Report, opinion, analysis, conclusion or other document relating to its services for any events or circumstances unless arrangements acceptable to JOBLOGIC-X LLP have been separately agreed with the Company.

12 This Report does not comprise a Comprehensive Written Business Valuation Report as described in BVS-VIII, by the Business Valuation Committee of the American Society of Appraisers and approved by the American Society of Appraisers Board of Governors. Certain sections may have been omitted from this Report. Where applicable, the data underlying these sections will be retained in our working papers.

Certifications/representations

The undersigned hereby certify that the members of our engagement team have no direct or indirect financial interest in the property that is the subject of this assignment, nor donot have any direct or indirect personal interest with respect to the property or parties involved in the assignment. Some of the undersigned individuals have personally interviewed Management of the Company. Neither our employment nor our compensation in connection with the Report is in any way contingent on the recommendations reached or values estimated, and the Report sets forth all of the assumptions and limiting conditions affecting the analysis, values, and recommendations contained herein. The Report is intended to have been prepared in conformity with, and is subject to, the requirements of the Principles of Appraisal Practice and Code of Ethics of the Business Valuation Standards of the ASA; USPAP as set forth by the ASB of the Appraisal Foundation; and the Code of Ethics and Standards of Professional Conduct of the CFA Institute. This certification also serves as a “Representation of the Valuation Analyst” in accordance with Statement on Standards for Valuation Services 1, as issued by the AICPA. All Senior Members, Fellows, and Life Members of the ASA who have participated in the preparation of the Report are either in compliance with the mandatory recertification requirements of the ASA or are exempt from those requirements. The undersigned may have performed services within the three-year period immediately preceding the acceptance of this assignment, as an appraiser or in other capacities, regarding the property that is the subject of this Report or to the parties involved with this assignment. No person other than the undersigned or those acknowledged herein prepared the analysis, values, or recommendations set forth in the Report; and, to the best of our knowledge and belief, the statements of fact contained in the Report are true and correct.

Wilson Li, CFA
Manager

Review Appraiser:

Chen Li, CFA
Partner

Contributing professionals:

Qi Gao, Analyst

Penalties and reasonable cause considerations

Penalties and reasonable cause considerations

The IRS is not prevented from disagreeing with the valuation as recommended in this Report. If that were to occur, the IRC authorizes the IRS to impose penalties in certain conditions. This section explains penalties that could apply and how this Report should provide a defense against them.

Types of penalties

Under IRC Section 6662, a “valuation misstatement” penalty may apply when property is overvalued 150% or more of the amount determined to be the correct value. The penalty is generally 20% of the understatement of tax attributable to the valuation, but if the property is overvalued 200% or more, the penalty is 40% of the related understatement.

If the amount of overvaluation is less than 150% of the actual value, a 20% penalty may still be imposed if the understatement on the return arises from negligence, disregarding a tax regulation, revenue ruling, or other publish guidance, or is a “substantial understatement.” In the case of a regular “C” corporation, an understatement is substantial if it exceeds the lesser of 10% of the tax required to be shown on the return for the year (or, if greater, $10,000), or $10 million. For other taxpayers including “S” corporations, an understatement is substantial if it exceeds the greater of 10% of the tax required to be shown on the return for the year, or $5,000. Other than an item attributable to significant tax planning (discussed below), the understatement is reduced for any portion that is attributable to a position for which there is either (1) substantial authority or (2) a reasonable basis and adequate disclosure in the tax return.[2]

Defense against asserted penalties and reliance on our report

IRC section 6664 provides that if the IRS asserts one of the penalties discussed above, a taxpayer can defend against it by establishing that it acted with reasonable cause and good faith (“reasonable cause”). The IRS will consider all pertinent facts and circumstances when considering whether reasonable cause exists. One of the factors considered in the regulations is whether the taxpayer reasonably relied in good faith on the opinion of a professional tax advisor or appraiser.

The regulations establish certain criteria for valuations that taxpayers may use to establish reasonable cause, including (but not limited to) the methodology and reasonableness of the facts and assumptions underlying the valuation. Valuations in connection with significant tax planning can establish reasonable cause when the conclusion is unambiguously stated with a “more-likely-than-not” level of confidence. Significant tax planning occurs when a significant purpose of an entity, plan, or arrangement is the avoidance or evasion of federal income tax. The term “significant purpose” is not defined but one court has held that such transactions could include legitimate attempts by a company to reduce its tax burden. Therefore, when a taxpayer takes pro-active steps to plan and implement a transaction with a view to reduce its tax burden; the IRS could regard the transaction as having a significant purpose of tax avoidance.

As noted, based on the valuation principles, procedures, assumptions and limiting conditions described herein, and considering the inherent estimation uncertainty as of the Valuation Date, Joblogic-X has concluded that the recommended fair market value of the BEV of $8.35 million is more likely than not to be upheld if challenged on the merits.

[2] The method for making adequate disclosure is set forth in Treas. Reg. § 1.6662-4(f).

Valuation exhibits

Hooli Inc. Exhibit A

R&D Department Restructuring
Fair market value of business enterprise
Valuation Date: 31 March 2020
(US$ in 000s)

Fair market value of business enterprise	
Huawei R&D BEV with normalized DFNWC - Income Approach (a)	$11,350
Valuation Date DFNWC requirement (b)	3,005
DFNWC excess (deficit) (c)	(3,005)
Concluded fair market value of business enterprise	***$8,345***

Notes:
(a) See Exhibit B for additional details.
(b) DFNWC requirement based on 7.5% of FY2019 revenue. See Exhibit B for additional details.
(c) Per discussions with Hooli management, balance sheet items related to working capital will not be included in the transfer.
BEV = business enterprise value; DFNWC = debt-free net working capital.
Source: Certain data provided by Hooli Inc. management.
Some totals may not add due to rounding. Subject to Statement of Limiting Conditions.

Valuation exhibits

Hooli Inc. **Exhibit B**

R&D Department Restructuring

DCF method

Valuation Date: 31 March 2020

(US$ in 000s)

		9.0 months ending 2020	For the twelve month periods ending 31 December 2021	2022	2023	2024	Terminal period
Revenue		31,088	42,500	43,775	45,088	46,441	46,441
EBITDA		2,835	3,876	3,992	4,112	4,235	4,235
Depreciation expense		1,247	2,019	2,659	2,118	1,907	1,556
EBIT		1,589	1,857	1,333	1,994	2,328	2,679
Income tax expense		397	464	333	499	582	670
Debt-free net earnings		1,191	1,393	1,000	1,496	1,746	2,010
Add/(Less): Changes in debt-free net working capital	7.5%	(68)	(93)	(96)	(98)	(101)	(101)
Less: Capital expenditures		(2,466)	(3,372)	(3,473)	(1,511)	(1,556)	(1,556)
Add: Depreciation expense		1,247	2,019	2,659	2,118	1,907	1,556
Debt-free cash flow available for distribution		(96)	(53)	91	2,004	1,996	1,908
Present value factor @ 15.0%	15.0%	0.9487	0.8393	0.7298	0.6346	0.5519	
		(91)	(44)	66	1,272	1,101	
Sum of present values of cash flows		2,304					
Present value terminal value		9,038					
BEV with normalized DFNWC		11,342					
Calculated BEV with normalized DFNWC (rounded)		**11,350**					

Constant Growth Model	Data
Debt-free cash flow, normalized	1,908
Terminal period growth rate	3.0%
Debt-free cash flow, year ahead	$1,965
Divided by: capitalization rate	12.0%
Indicated value at end of estimation period	16,378
Present value factor	0.5519
Present value of terminal period	**$9,038**

Sensitive Analysis

DFNWC as % of Revenue

	7.5%	5.0%	2.5%
11,350	11,350	11,600	12,150

Scenerio Analysis

Discount Rate

Growth Rate	11,350	15.0%	13.0%	11.0%
	3.0%	11,350	14,150	18,400
	2.0%	10,550	13,000	16,500
	1.0%	9,900	12,000	15,000

Common size and growth

	2020	2021	2022	2023	2024
Revenue growth	3.0%	3.0%	3.0%	3.0%	3.0%
EBITDA as a percent of revenue	9.1%	9.1%	9.1%	9.1%	9.1%
EBIT as a percent of revenue	5.1%	4.4%	3.0%	4.4%	5.0%
DFNWC as a percent of revenue	7.5%	7.5%	7.5%	7.5%	7.5%
Capital expenditures as a percent of revenue	7.9%	7.9%	7.9%	3.4%	3.4%
Depreciation as a percent of revenue	4.0%	4.7%	6.1%	4.7%	4.1%

Notes:

(a) EBITDA includes an adjustment for marketing labor cost expense.
(b) Projected tax depreciation based on 7-year MACRS schedule of future capex requirements.
(c) 25.0% income tax rate.
(d) Based on guideline company data sourced from Capital IQ and discussions with Hooli Device management.
(e) Based on forecast provided by Hooli Device management.

EBITDA = earnings before interest expense, taxes, depreciation and amortization; EBIT = earnings before interest expense and taxes; COGS = cost of goods sold; DFNWC = debt-free net working capital;
BEV = business enterprise value; MACRS = modified accelerated cost recovery system.

Source: Certain data provided by Hooli Inc. management.

Some totals may not add due to rounding. Subject to Statement of Limiting Conditions.

Valuation exhibits

Hooli Inc.

Exhibit C

R&D Department Restructuring

Weighted average cost of capital - CAPM

Valuation Date: 31 March 2020

(US$ in 000s)

Company	Ticker	Equity beta (a)	Market capitalization as of the Valuation Date	Debt / Equity based on historical data	LTM pretax income	LTM income taxes	Income tax rate	Asset beta
Adecco Group AG	SWX:ADEN	1.11	$11,836	18.9%	$1,157	$184	40.0%	1.00
Randstad Holding NV	ENXTAM:RAND	1.09	12,413	9.3%	1,033	255	24.7%	1.02
OUTSOURCING Inc.	TSE:2427	0.90	1,770	35.8%	98	33	33.3%	0.73
Meitec Corporation	TSE:9744	0.86	1,526	0.0%	115	34	29.7%	0.86
WDB Holdings Co., Ltd.	TSE:2475	0.86	709	1.9%	49	17	35.2%	0.85
Altech Corporation	TSE:4641	0.87	469	4.5%	32	9	29.2%	0.84
Mean		0.95		11.7%			32.0%	0.88
Median		0.89		6.9%			31.5%	0.85

Cost of equity calculation	
Median asset beta	0.85
Debt to equity market value	5.3%
Expected income tax rate	25.0%
Risk-free rate: 20 yr. treasury bonds (b)	1.15%
Relevered beta(Equity Beta)	0.89
Equity market risk premium (c)	6.0%
Company specific risk premium	0.0%
Small stock/unsystematic risk premium (d)	8.6%
Cost of equity capital	**15.1%**

Cost of debt calculation	
Debt borrowing rate (e)	4.66%
Expected income tax rate	25.0%
After-tax cost of debt	**3.5%**

Weighted average cost of capital			
Debt	5.0%	3.5%	0.2%
Equity	95.0%	15.1%	14.4%
WACC			14.5%
WACC (rounded)			**15.0%**

Notes:
(a) 5-year weekly adjusted equity beta from Capital IQ as of 29 March 2020. Betas derived based upon local country market indices.
(b) Yield-to-maturity on a 20-year Treasury bond as reported by the Federal Reserve Statistical Release as of 29 March 2020.
(c) Joblogic-X estimate based on historical realized returns over both the short term and the long term, forward-looking premium estimates, recent published views, and academic studies.
(d) Reflects 10th decile small stock risk premium from Duff & Phelps 2019 Size Premia study.
(e) Pre-tax cost of debt is based on the Moody's Baa debt rate - 20 year as reported as of 29 March 2020.
LTM = latest twelve months; WACC = weighted average cost of capital
Some totals may not add due to rounding. Subject to Statement of Limiting Conditions.

Valuation exhibits

Hooli Inc. Exhibit D

R&D Department Restructuring

TIC multiples - Guideline public companies - Engineering staffing peers

Valuation Date: 31 March 2020

Revenue multiples	5-year average	3-year average	LFY-3	LFY-2	LFY-1	LFY	LTM	NFY	NFY+1
Adecco Group AG	0.5x	0.5x	0.5x	0.5x	0.5x	0.4x	0.4x	0.4x	0.4x
Randstad Holding NV	0.6x	0.5x	0.6x	0.6x	0.5x	0.5x	0.5x	0.5x	0.4x
OUTSOURCING Inc.	2.0x	1.5x	3.7x	2.7x	1.6x	0.9x	0.9x	0.7x	0.6x
Meitec Corporation	1.6x	1.5x	1.7x	1.5x	1.4x	1.4x	1.4x	1.3x	1.3x
WDB Holdings Co., Ltd.	2.3x	2.2x	2.6x	2.4x	2.2x	2.0x	1.8x	1.7x	1.5x
Altech Corporation	1.8x	1.6x	2.1x	1.9x	1.6x	1.4x	1.4x	1.3x	1.2x
High	2.3x	2.2x	3.7x	2.7x	2.2x	2.0x	1.8x	1.7x	1.5x
3rd Quartile	1.9x	1.6x	2.4x	2.2x	1.6x	1.4x	1.4x	1.3x	1.3x
Mean	1.5x	1.3x	1.9x	1.6x	1.3x	1.1x	1.1x	1.0x	0.9x
Median	1.7x	1.5x	1.9x	1.7x	1.5x	1.2x	1.1x	1.0x	0.9x
1st Quartile	0.8x	0.8x	0.9x	0.8x	0.8x	0.6x	0.6x	0.5x	0.5x
Low	0.5x	0.5x	0.5x	0.5x	0.5x	0.4x	0.4x	0.4x	0.4x

EBITDA multiples	5-year average	3-year average	LFY-3	LFY-2	LFY-1	LFY	LTM	NFY	NFY+1
Adecco Group AG	9.9x	9.1x	11.0x	9.4x	9.0x	8.8x	8.8x	8.3x	7.9x
Randstad Holding NV	13.4x	11.6x	15.8x	12.6x	11.7x	10.7x	10.7x	9.1x	8.5x
OUTSOURCING Inc.	35.4x	25.0x	76.7x	48.3x	28.1x	15.7x	15.7x	13.3x	9.0x
Meitec Corporation	13.0x	11.5x	15.8x	12.5x	11.1x	10.9x	10.0x	9.7x	9.2x
WDB Holdings Co., Ltd.	23.4x	21.1x	29.0x	23.9x	22.2x	18.0x	14.7x	14.2x	12.3x
Altech Corporation	17.8x	14.5x	23.1x	18.4x	14.1x	12.2x	12.2x	11.6x	10.2x
High	35.4x	25.0x	76.7x	48.3x	28.1x	18.0x	15.7x	14.2x	12.3x
3rd Quartile	22.0x	19.4x	27.5x	22.5x	20.1x	14.8x	14.1x	12.9x	9.9x
Mean	18.8x	15.4x	28.6x	20.9x	16.0x	12.7x	12.0x	11.0x	9.5x
Median	15.6x	13.1x	19.4x	15.5x	12.9x	11.6x	11.5x	10.6x	9.1x
1st Quartile	13.1x	11.5x	15.8x	12.5x	11.3x	10.7x	10.1x	9.3x	8.7x
Low	9.9x	9.1x	11.0x	9.4x	9.0x	8.8x	8.8x	8.3x	7.9x

Source: Capital IQ
Some totals may not add due to rounding. Subject to Statement of Limiting Conditions.

Valuation exhibits

Hooli Inc.

Exhibit E

R&D Department Restructuring

Page 1 of 2

Growth rates and margins - Guideline public companies - Engineering staffing peers

Valuation Date: 31 March 2020

Revenue growth	5-year CAGR	3-year CAGR	LFY-3	LFY-2	LFY-1	LFY	LTM	NFY	NFY+1
Adecco Group AG	2.9%	5.8%	2.5%	10.0%	3.2%	4.2%	4.2%	3.0%	3.2%
Randstad Holding NV	6.4%	10.5%	4.1%	11.4%	7.6%	12.5%	12.5%	4.1%	3.4%
OUTSOURCING Inc.	40.5%	57.0%	25.4%	36.1%	66.1%	71.4%	71.4%	26.3%	21.1%
Meitec Corporation	6.1%	6.3%	6.5%	9.7%	7.0%	2.4%	3.3%	5.2%	4.7%
WDB Holdings Co., Ltd.	7.8%	8.7%	4.8%	8.5%	7.6%	9.9%	16.1%	17.2%	11.6%
Altech Corporation	11.6%	14.5%	11.4%	12.7%	17.7%	13.2%	13.2%	5.9%	7.8%
High	40.5%	57.0%	25.4%	36.1%	66.1%	71.4%	71.4%	26.3%	21.1%
3rd Quartile	10.7%	13.5%	10.2%	12.4%	15.2%	13.0%	15.4%	14.4%	10.7%
Mean	12.5%	17.1%	9.1%	14.7%	18.2%	18.9%	20.1%	10.3%	8.6%
Median	7.1%	9.6%	5.6%	10.7%	7.6%	11.2%	12.8%	5.5%	6.2%
1st Quartile	6.2%	6.9%	4.3%	9.8%	7.2%	5.6%	6.3%	4.4%	3.7%
Low	2.9%	5.8%	2.5%	8.5%	3.2%	2.4%	3.3%	3.0%	3.2%

EBIT as % of Revenue	5-year average	3-year average	LFY-3	LFY-2	LFY-1	LFY	LTM	NFY	NFY+1
Adecco Group AG	4.6%	4.8%	4.5%	4.7%	4.8%	4.8%	4.8%	4.8%	4.9%
Randstad Holding NV	3.3%	3.8%	3.0%	3.7%	3.9%	3.7%	3.7%	4.7%	5.0%
OUTSOURCING Inc.	3.9%	4.5%	3.4%	3.9%	4.6%	4.9%	4.9%	4.8%	5.3%
Meitec Corporation	11.0%	12.1%	9.3%	11.6%	12.4%	12.4%	13.1%	13.1%	13.3%
WDB Holdings Co., Ltd.	9.1%	9.6%	7.9%	9.2%	9.2%	10.4%	11.5%	11.5%	11.8%
Altech Corporation	9.0%	10.3%	8.1%	9.5%	10.7%	10.7%	10.7%	10.7%	11.1%
High	11.0%	12.1%	9.3%	11.6%	12.4%	12.4%	13.1%	13.1%	13.3%
3rd Quartile	9.1%	10.1%	8.1%	9.4%	10.3%	10.6%	11.3%	11.3%	11.6%
Mean	6.8%	7.5%	6.0%	7.1%	7.6%	7.8%	8.1%	8.3%	8.6%
Median	6.8%	7.2%	6.2%	6.9%	7.0%	7.7%	7.8%	7.8%	8.2%
1st Quartile	4.0%	4.5%	3.7%	4.1%	4.7%	4.8%	4.8%	4.8%	5.1%
Low	3.3%	3.8%	3.0%	3.7%	3.9%	3.7%	3.7%	4.7%	4.9%

Source: Capital IQ
EBIT = earnings before interest expense and taxes
Some totals may not add due to rounding. Subject to Statement of Limiting Conditions.

Valuation exhibits

Hooli Inc. Exhibit E

R&D Department Restructuring

Page 2 of 2

Growth rates and margins - Guideline public companies - Engineering staffing peers

Valuation Date: 31 March 2020

EBITDA as % of Revenue	5-year average	3-year average	LFY-3	LFY-2	LFY-1	LFY	LTM	NFY	NFY+1
Adecco Group AG	4.9%	5.1%	4.8%	5.1%	5.2%	5.1%	5.1%	5.2%	5.3%
Randstad Holding NV	4.2%	4.5%	4.1%	4.6%	4.6%	4.5%	4.5%	5.0%	5.2%
OUTSOURCING Inc.	5.2%	5.8%	4.8%	5.6%	5.8%	6.0%	6.0%	5.6%	6.9%
Meitec Corporation	11.9%	12.7%	10.7%	12.3%	12.9%	12.9%	13.6%	13.7%	13.9%
WDB Holdings Co., Ltd.	9.9%	10.3%	8.8%	9.9%	9.9%	11.1%	12.1%	12.0%	12.5%
Altech Corporation	9.7%	10.9%	9.1%	10.1%	11.2%	11.4%	11.4%	11.4%	12.0%
High	11.9%	12.7%	10.7%	12.3%	12.9%	12.9%	13.6%	13.7%	13.9%
3rd Quartile	9.9%	10.7%	9.0%	10.1%	10.9%	11.3%	11.9%	11.9%	12.3%
Mean	7.7%	8.2%	7.0%	7.9%	8.3%	8.5%	8.8%	8.8%	9.3%
Median	7.5%	8.0%	6.8%	7.7%	7.8%	8.6%	8.7%	8.5%	9.4%
1st Quartile	5.0%	5.3%	4.8%	5.2%	5.3%	5.3%	5.3%	5.3%	5.7%
Low	4.2%	4.5%	4.1%	4.6%	4.6%	4.5%	4.5%	5.0%	5.2%

Source: Capital IQ
EBIT = earnings before interest expense and taxes
Some totals may not add due to rounding. Subject to Statement of Limiting Conditions.

Valuation exhibits

Hooli Inc.

Exhibit F

R&D Department Restructuring

Depreciation and capital expenditure analysis - Guideline public companies - Engineering staffing peers

Valuation Date: 31 March 2020

Capex as % of Revenue	LFY-4	LFY-3	LFY-2	LFY-1	LFY	LTM	3 Year average	5 Year average
Adecco Group AG	0.4%	0.4%	0.4%	0.3%	0.4%	0.4%	0.4%	0.4%
Randstad Holding NV	0.3%	0.2%	0.2%	0.3%	0.3%	0.3%	0.3%	0.3%
OUTSOURCING Inc.	0.4%	0.5%	0.3%	0.4%	0.6%	0.6%	0.4%	0.4%
Meitec Corporation	0.5%	0.3%	0.1%	0.2%	0.1%	0.0%	0.2%	0.2%
WDB Holdings Co., Ltd.	0.5%	0.6%	0.2%	0.7%	0.3%	0.0%	0.4%	0.4%
Altech Corporation	0.5%	0.1%	0.2%	0.3%	1.3%	1.3%	0.6%	0.5%
High	0.5%	0.6%	0.4%	0.7%	1.3%	1.3%	0.6%	0.5%
3rd Quartile	0.5%	0.5%	0.3%	0.4%	0.5%	0.5%	0.4%	0.4%
Mean	0.4%	0.3%	0.2%	0.4%	0.5%	0.4%	0.4%	0.4%
Median	0.4%	0.3%	0.2%	0.3%	0.3%	0.3%	0.4%	0.4%
1st Quartile	0.4%	0.2%	0.2%	0.3%	0.3%	0.1%	0.3%	0.3%
Low	0.3%	0.1%	0.1%	0.2%	0.1%	0.0%	0.2%	0.2%

Depreciation as % of Revenue	LFY-4	LFY-3	LFY-2	LFY-1	LFY	LTM	3 Year average	5 Year average
Adecco Group AG	0.3%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%
Randstad Holding NV	0.3%	0.3%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%
OUTSOURCING Inc.	0.7%	0.6%	0.6%	1.1%	1.1%	1.1%	0.9%	0.8%
Meitec Corporation	1.8%	1.3%	0.7%	0.5%	0.5%	0.0%	0.6%	1.0%
WDB Holdings Co., Ltd.	0.8%	0.7%	0.6%	0.6%	0.6%	0.0%	0.6%	0.7%
Altech Corporation	1.1%	0.9%	0.6%	0.5%	0.5%	0.5%	0.5%	0.7%
High	1.8%	1.3%	0.7%	1.1%	1.1%	1.1%	0.9%	1.0%
3rd Quartile	1.0%	0.9%	0.6%	0.6%	0.6%	0.4%	0.6%	0.8%
Mean	0.8%	0.7%	0.5%	0.5%	0.5%	0.3%	0.5%	0.6%
Median	0.8%	0.6%	0.6%	0.5%	0.5%	0.2%	0.5%	0.7%
1st Quartile	0.4%	0.3%	0.3%	0.3%	0.3%	0.0%	0.3%	0.4%
Low	0.3%	0.2%	0.2%	0.2%	0.2%	0.0%	0.2%	0.2%

Source: Capital IQ
Some totals may not add due to rounding. Subject to Statement of Limiting Conditions.

Valuation exhibits

Hooli Inc.

Exhibit G

R&D Department Restructuring

Working capital analysis - Guideline public companies - Engineering staffing peers

Valuation Date: 31 March 2020

DFNWC (ex cash & debt) as % of Revenue	LFY-4	LFY-3	LFY-2	LFY-1	LFY	LTM	3 Year average	5 Year average
Adecco Group AG	2.2%	1.7%	1.8%	2.0%	2.4%	2.4%	2.0%	2.0%
Randstad Holding NV	2.3%	2.4%	2.9%	3.3%	3.6%	3.6%	3.3%	2.9%
OUTSOURCING Inc.	5.2%	3.5%	4.9%	2.8%	1.3%	1.3%	3.0%	3.6%
Meitec Corporation	7.9%	3.1%	1.3%	4.6%	3.1%	6.0%	3.0%	4.0%
WDB Holdings Co., Ltd.	2.4%	1.7%	-0.5%	1.8%	1.3%	0.6%	0.9%	1.3%
Altech Corporation	4.8%	5.9%	1.9%	1.1%	1.2%	1.2%	1.4%	3.0%
High	7.9%	5.9%	4.9%	4.6%	3.6%	6.0%	3.3%	4.0%
3rd Quartile	5.1%	3.4%	2.7%	3.2%	2.9%	3.3%	3.0%	3.4%
Mean	4.1%	3.0%	2.1%	2.6%	2.1%	2.5%	2.3%	2.8%
Median	3.6%	2.7%	1.9%	2.4%	1.8%	1.8%	2.5%	3.0%
1st Quartile	2.3%	1.9%	1.4%	1.9%	1.3%	1.2%	1.6%	2.2%
Low	2.2%	1.7%	-0.5%	1.1%	1.2%	0.6%	0.9%	1.3%

Source: Capital IQ
DFNWC = debt-free net working capital
Some totals may not add due to rounding. Subject to Statement of Limiting Conditions.