The following is the explanatory statement required to be sent to the New Holdco Shareholders under the Listing Rules which provides requisite information in connection with the proposed general mandate for share buy-back. References in this statement to "Share(s)" mean share(s) each in the capital of the New Holdco:

(i) It is proposed that the general buy-back mandate will authorise the buy-back by the New Holdco of up to 10% of the number of Shares in issue at the date of passing the resolution to approve the Buyback Mandate (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of the resolution). As at the Latest Practicable Date, the number of Shares in issue was one Share. Assuming that no Shares are issued or bought back by the New Holdco after the Latest Practicable Date, the total number of Shares in issue will be [REDACTED] upon the Scheme becoming Effective, and the New Holdco will be allowed under the Buyback Mandate to buy back up to [REDACTED] fully paid-up Shares.

(ii) The New Holdco Directors believe that the general authority from the New Holdco Shareholders to enable buy-back of Shares is in the best interests of the New Holdco and the New Holdco Shareholders. Share buy-backs may, depending on the circumstances and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The New Holdco Directors are seeking the grant of a general mandate to buy back Shares to give the New Holdco the flexibility to do so if and when appropriate. The number(s) of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the New Holdco Directors at the relevant time having regard to the circumstances then pertaining.

(iii) The funds required for any buy-back must be made out of funds legally available for this purpose in accordance with the Articles and the laws of Hong Kong.

(iv) The New Holdco Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the New Holdco or the gearing levels which in the opinion of the New Holdco Directors are from time to time appropriate for New Holdco.

(v) Save as disclosed in this document, the New Holdco Directors have no material interests in the Reorganisation Proposal as Directors, Shareholders or creditors of the Company or otherwise. All Scheme Shareholders are being treated the same under the Scheme, regardless of the size of their holding.

(vi) There are no New Holdco Directors or (to the best of the knowledge of the New Holdco Directors, having made all reasonable enquiries) any close associates (as defined in the Listing Rules) of the New Holdco Directors who have a present intention, in the event that the Buyback Mandate is granted by the New Holdco Shareholders, to sell Shares to the New Holdco.

(vii) The New Holdco Directors have undertaken to the Stock Exchange to exercise the power of the New Holdco to make purchases pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

(viii) A repurchase of New Holdco Shares by the New Holdco may result in an increase in the proportionate interests of a New Holdco Shareholder in the voting rights of the New Holdco, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The New Holdco Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchases made by New Holdco under the Buyback Mandate.

(ix) No core connected persons (as defined in the Listing Rules) of the Company and/or New Holdco have notified the Company and/or New Holdco of a present intention to sell Shares to New Holdco and no such persons have undertaken not to sell Shares to New Holdco in the event that the Buyback Mandate is granted by the New Holdco Shareholders.

(x) The highest and lowest prices at which Shares of the Company were traded on the Stock Exchange in each of the previous twelve months are as follows:

	Highest	**Lowest**
	HK$	*HK$*
2025		
April	3.99	2.10
May	3.85	2.56
June	5.80	3.23
July	3.96	3.02
August	6.31	3.49
September	7.98	5.32
October	9.49	6.11
November	7.30	5.90
December	7.27	6.24
2026		
January	9.36	6.28
February	12.96	6.90
March	12.95	8.28
20 April (up to and including the Latest Practicable Date)	9.09	8.82

(xi) No purchase of Shares of the Company has been made by the Company (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.