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## RISK FACTORS

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*An [REDACTED] in our Shares involves significant risks. You should carefully consider all of the information in this document, including the risks and uncertainties described below, before making an [REDACTED] in our Shares. The following is a description of what we consider to be our material risks. Any of the following risks should have a material adverse effect on our business, financial condition, results of operations and prospects. In any such case, the market price of our Shares could decline, and you may lose all or part of your [REDACTED].*

*These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given is as of the Latest Practicable Date unless otherwise stated, will not be updated after the date hereof, and is subject to the cautionary statements in the "Forward-looking Statements" in this document.*

### RISKS RELATING TO OUR BUSINESS

#### **General declines or disruptions in the travel industry may adversely affect our business and results of operations.**

Our businesses, especially our passenger transportation and hotel operations, are significantly affected by the trends that occur in the travel industry in Hong Kong, Macao and Chinese Mainland. As the travel industry is highly sensitive to business and personal discretionary expenditure, it tends to decline during general economic downturns. In this regard, recent worldwide recession has adversely affected demand for travel services. Other trends or events that may reduce travel demand, and consequently adversely affect our revenues, include outbreaks of any other serious contagious diseases; increased prices in the hotel, airfare, or other travel-related sectors; increased occurrence of travel-related accidents; political unrest; natural disasters or poor weather conditions; terrorist attacks or threats thereof, armed conflicts or wars; and the imposition of any travel restrictions or other security procedures in connection with major events in Hong Kong, Macao and Chinese Mainland.

We could be severely and adversely affected by declines or disruptions in the travel industry and, in many cases, have little or no control over the occurrence of such events. Such events could result in a decrease in demand for our services. This decrease in demand, depending on the scope and duration, could materially and adversely affect our business.

#### **Our business could be affected by changes in travel-related government policies.**

Our business, to a certain extent, is stimulated by, and also affected by travel-related government policies. Change in regulations, such as travel restrictions, may directly impact our business operations and profitability. For example, shifts in government support for travel initiatives could affect our marketing efforts and our access to incentives for growth. Accordingly, we may not be able to anticipate or respond in a timely or effective manner to such changes in the regulatory landscape, and any failure to adapt our development strategies, service offerings or operational processes could have a material adverse effect on our business, financial condition and results of operations.

Furthermore, travel-related policies are subject to various political, economic, public health and regulatory considerations that are beyond our control. Changes in government priorities, regulatory approaches or administrative practices in relation to cross-boundary travel may affect the operating environment for our business. As we have limited ability to influence or predict such developments, any adverse changes in these policies could have a material adverse effect on our business, financial condition, results of operations and prospects.

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**We are subject to risks relating to our third-party suppliers and business partners.**

We rely on third-party suppliers and business partners in our operations. For example, we rely on third-party computer systems to host our websites and on licenses from third parties for some of the software that supports our technology platform. Any interruption in our ability to obtain these products or services, or any deterioration in their performance, such as server errors or outages, could impair the timing and quality of our services. If our suppliers fail to deliver quality services to us in an efficient manner, or breach applicable rules and regulations, our services may not meet customer expectations and our reputation and brand could be harmed. Furthermore, if any of our arrangements with these third parties are terminated, we may be unable to find alternative support quickly, on favorable terms, or at all.

**We face intense competition that could adversely affect our business, financial condition and results of operations, particularly in relation to our passenger transportation operations and hotel operations.**

We operate in a competitive and fragmented industry, facing rivals of similar grade and style within our markets. There is no assurance that new or existing brands will not enter with competitive services or pricing. Our success depends on our ability to compete in brand reputation, company image, service pricing and quality, and hotel location convenience. Competitors may offer more facilities or services at comparable or lower prices, potentially attracting customers and impacting our business.

We provide passenger transportation services in Hong Kong, Macao and Chinese Mainland and face intense and fragmented competition. We compete on route coverage, service frequency, brand recognition, reliability, boundary clearance convenience, ancillary facilities and ticketing system convenience. Competitors may offer more competitive fares, higher frequency, better boundary arrangements or superior services, affecting our passenger volume and market share. Changes in fare levels, alternative transport options and macroeconomic conditions may influence passenger preferences and demand.

In the hotel markets of Hong Kong, Macao and Chinese Mainland, we compete on location, room rates, brand recognition, accommodation, service quality, geographic coverage, guest amenities and reservation system convenience. New or existing competitors may offer lower prices, better services or superior facilities, affecting occupancy and daily rates. Shifts in guest preferences and increased supply could further pressure pricing and margins.

**We may continue to rely on CTG Group in certain aspects of our operations, and any changes in such relationships could adversely affect our business, financial condition and results of operations.**

Following the Spin-off, we will maintain certain business, operational and commercial relationships with CTG Group. For example, we provide travel-document administration services as CTS (Holdings)'s agent and receive an agency fee from CTS (Holdings). See "Business—Travel-Document and Related Services" for details. During each year of the Track Record Period, CTG Group was one of our top five largest customers. We also provide other services to the CTG Group and procure certain services from the CTG Group. See "Continuing Connected Transactions" for details. There can be no assurance that our business relationship with CTG Group will continue in the future. In addition, we may adopt an asset-light strategy and operate certain hotel properties owned by CTG Group. If CTG Group is unwilling or unable to provide such properties or support, our ability to expand or operate under this model may be adversely affected. We may also continue to rely on CTG Group in certain other respects, including but not limited to branding and customer referrals.

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Therefore, if CTG Group reduces, modifies or ceases to provide such support or cooperation for commercial, strategic or other reasons, we may not be able to operate or sustain certain of our business activities on a timely or cost-effective basis, or at all. This may result in operational disruptions, the need to incur additional costs to replace or replicate such support, or the scaling back of certain activities. There can be no assurance that alternative arrangements could be secured on comparable terms, or within a reasonable timeframe. Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

**Failure to ensure and protect the confidentiality of the personal data of customers could subject us to penalties, negatively impact our reputation or deter consumers from using our services.**

In the ordinary course of our business, we collect and process personal data of our customers, including names, addresses, contact details, and financial or credit-related information. We also share and receive personal data with and from our business partners and third-party service providers to provide our services. We are required to comply with applicable data protection and privacy laws and regulations in jurisdictions where we operate our business. Such laws and regulations impose obligations on us regarding, among other things, the collection, use, retention, security and transfer of personal data, including requirements to obtain appropriate consents and to use and disclose personal data only for permitted purposes. Maintaining the confidentiality, integrity and security of personal data is critical to our business and to maintaining customer trust. We rely on a combination of internal policies, operational procedures and technical safeguards to protect the information held on our systems. We also rely on contractual arrangements with our business partners and third-party service providers to ensure that they implement appropriate data protection measures and have obtained the necessary rights to share personal data with us.

However, there is no assurance that our existing controls or those of our partners and service providers will be sufficient or effectively implemented at all times, or that they will be timely enhanced in response to evolving regulatory requirements or cybersecurity threats. Any failure to maintain adequate data protection measures, whether due to internal deficiencies, third-party vulnerabilities, cyber-attacks, system failures, or human error, could result in unauthorized access to, disclosure, misuse, loss or destruction of personal data. Such incidents may expose us to legal claims, regulatory investigations, administrative penalties, litigation, reputational damage, loss of customer trust, and potential liability relating to, among other things, identity theft, fraud, unauthorized marketing activities or other misuse of personal data. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and prospects.

**We are exposed to customer and supplier concentration risks.**

During the Track Record Period, a significant portion of our revenue was derived from a limited number of customers. For example, we derived HKD397.7 million of revenue from our largest customer in 2023, representing 18.2% of our total revenue in 2023. See "Business—Customers" for details. Our financial performance therefore depends in part on maintaining stable relationships with these major customers. Any reduction in demand from, or loss of, such customers could adversely affect our revenue. We also rely on a limited number of suppliers for energy and petroleum products, public utilities and other operational services. See "Business—Suppliers" for details. For example, we procured HKD218.3 million of fuel from our largest supplier in 2023, representing 30.3% of our total purchases in 2023. Any disruption in supply, deterioration in service quality, or changes in commercial terms may affect our operations and increase costs, and alternative suppliers may not be available on comparable terms in a timely manner.

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If we are unable to maintain our relationships with major customers or suppliers, or to replace them on commercially reasonable terms, our business, financial condition and results of operations could be materially and adversely affected.

**Our passenger transportation operations may not be able to maintain or increase its volumes.**

We may be unable to maintain or grow passenger volumes in our passenger transportation operations. Demand is sensitive to tourism flows, cross-boundary travel policies between Chinese Mainland, Hong Kong and Macao, visa and permit arrangements, airline and high-speed rail capacity, macroeconomic conditions, pandemics and public health measures, and geopolitical or security events. Volumes may also decline due to competition from alternative modes, including the Guangzhou-Shenzhen-Hong Kong high-speed rail link, the Hong Kong-Zhuhai-Macao Bridge road link, ride-hailing and private coaches, as well as route changes, infrastructure projects, adverse weather events such as typhoons, or shifts in traveler preferences and booking behavior. In particular, our cross-boundary ferry services may experience a sustained downturn as travelers shift to the Hong Kong-Zhuhai-Macao Bridge.

Our ability to sustain volumes depends on service reliability, schedule frequency, pricing and network connectivity. Regulatory factors, such as changes to route or berth allocations, licenses and concessions, safety and environmental standards, or fare controls, may limit capacity or require operational adjustments that reduce throughput. Cost pressures, including fuel and energy prices, labor availability and wage inflation, insurance, tolls and compliance costs, may constrain our ability to offer competitive fares or frequencies. Operational disruptions, accidents or safety incidents could depress demand and necessitate remedial measures that further reduce capacity. If we cannot offset these headwinds through pricing, marketing, partnerships or efficiency gains, our load factors and yields may fall, leading to lower revenues and margins and adversely affecting our results of operations and financial condition.

**Our passenger transportation business is subject to risks associated with the impaired performance of its equipment and infrastructure.**

We depend on the performance and reliability of our coach and bus fleets, vessels, equipment and other working assets. As these assets age, they may become less efficient and more costly to maintain, adversely affecting our profitability.

We have invested time and resources in recent years to consolidate and upgrade our fleets, vehicles, equipment and infrastructure. However, if we do not replace, maintain or repair our fleets, vehicles, equipment or infrastructure on a timely basis, we may face disruption of service, increased operating and maintenance expenses, lost revenue and potential asset impairments. Any shortfalls in asset upkeep could affect our service delivery and could adversely affect our business and financial performance.

**Significant increases in transportation costs may materially and adversely affect our business, financial condition and results of operations.**

Transportation costs are significantly affected by a variety of factors, including fuel prices, vehicle taxes and other factors, many of which are beyond our control.

We generally price our integrated transportation services by reference to transportation costs. If we are unable to transfer any significant cost increases to our clients in a timely manner, our margins could contract and our business, financial condition and results of operations could be materially and adversely affected.

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**Accidents or incidents in our passenger transportation operations may occur from time to time and could adversely affect our business.**

Due to the nature of our passenger transportation operations, including the operation of vehicles and vessels, accidents or other operational incidents may occur from time to time. Such incidents may result in personal injury, loss of life, damage to property or disruption to our services. Although we maintain insurance coverage in accordance with applicable requirements and industry practice, our insurance policies may not be sufficient to cover all losses or liabilities arising from such incidents. In addition, insurance claims may be subject to deductibles, exclusions, limits or delays in settlement. We may also be exposed to reputational damage, increased regulatory scrutiny, administrative penalties and potential legal liabilities arising from such incidents. Any significant accident or incident, or a series of incidents, could disrupt our operations, result in increased costs, and adversely affect our reputation and customer confidence. As a result, our business, financial condition, results of operations and prospects could be materially and adversely affected.

**We are subject to risks related to joint ventures and associates.**

We have entered into, and may from time to time enter into, joint venture and other cooperative arrangements with third parties. Such arrangements may involve shared ownership and control or, in the case of associates, limited influence over management and operations. As a result, we may not be able to ensure that these joint ventures or associates operate in accordance with our business plans, strategies, operational standards or compliance policies.

The performance of our joint ventures and associates depends in part on the financial condition, operational capabilities, management expertise and continued cooperation of our partners. Differences in strategic objectives, commercial priorities or risk tolerance may give rise to disagreements or deadlocks, which could delay decision-making, disrupt operations or hinder the implementation of business initiatives. In addition, our partners may fail to fulfill their obligations, encounter financial or operational difficulties, or become subject to regulatory actions, any of which could adversely affect the performance and prospects of the relevant joint ventures or associates and, in turn, our business. Furthermore, our share of results from joint ventures and associates may fluctuate from period to period due to factors beyond our control, including changes in market conditions, operating performance or accounting adjustments. If the financial performance or prospects of these entities deteriorate, we may be required to recognize impairment losses on our investments, which could materially and adversely affect our financial condition and results of operations.

**Termination or non-renewal of our rental agreements with vehicle owners could have an adverse effect on our business.**

We rely on rental agreements with third-party vehicle owners and operators to provide part of our passenger transport capacity. If these rental agreements are terminated early, expire without renewal on acceptable terms, or are awarded to competitors on retender, we may face reduced fleet availability, service disruptions, higher replacement costs and weaker network coverage. Contract renewals are subject to pricing, performance, safety and regulatory compliance, and counterparties may exercise termination rights or be unable to perform due to financial stress, regulatory action or accidents. Replacing capacity at short notice may be difficult, particularly during peak periods or amid labor and equipment shortages, and may require us to accept higher hire rates or less favorable terms. Any interruption in chartered capacity, deterioration in counterparty performance, or increase in charter costs could adversely affect service quality, volumes, revenues, margins and our results of operations and financial condition.

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### **Our hotel operations are dependent on the levels of business and leisure travel, the demand for and the supply of hotel rooms and other factors.**

A number of factors, many of which are common to the hotel industry, could affect our hotel operations, including the following: adverse economic conditions; public health emergencies such as outbreaks of contagious diseases; dependence on business, commercial and leisure travelers and tourism; demand for business meetings and conferences; the impact of acts of war or increased tensions between certain countries, increased terrorism threats, terrorist events, impediments to means of transportation, including airline strikes, road closures and border closures; extreme weather conditions, natural disasters, disease outbreaks and health concerns; rising fuel costs or other factors that may affect travel patterns and reduce the number of business and leisure travelers; adverse effects of international market conditions, which may diminish the demand for business travel, as well as national, regional and local political, economic and market conditions in the countries or regions where our hotels operate or where their guests live; increased competition and periodic local oversupply of guest accommodation, which may adversely affect occupancy rates and room rates; increases in operating costs due to inflation and labor costs; increases in workers' compensation and healthcare-related costs and utility costs, including energy costs; increases in taxes and insurance costs, as well as unanticipated costs such as acts of nature and their consequences and other factors that may not be offset by increased room rates; seasonality in travel patterns; changes in interest rates and in the availability, cost and terms of debt financing; changes in governmental laws and regulations, including trade restrictions, fiscal policies; and zoning ordinances and the related costs of compliance.

These factors could materially and adversely affect our hotel operations, which could, as a consequence, materially and adversely affect our business, financial condition and results of operations.

### **We are subject to risks relating to hotel renovations.**

From time to time, we renovate and upgrade our hotels to enhance their facilities, maintain service quality and remain competitive in the industry. These projects may require partial closures, reduced room inventory and disruption to guest areas, which could lower occupancy and average daily rate, reduce food and beverage and other ancillary revenues, and increase operating costs while works are underway. Renovation projects are subject to risks of delay and cost overruns arising from contractor performance, labor or materials shortages, inflation, design changes and required permits and inspections in Hong Kong, Macao and Chinese Mainland. If budgets prove insufficient or funding is constrained, we may have to scale back or defer works, or incur higher capital expenditure than planned, which could pressure cash flows, increase depreciation and amortization, and create asset impairment risk. Failure to complete works on time, within budget or to the expected standard could harm guest satisfaction and our brand, lead to cancellation penalties or lost bookings, and adversely affect our results of operations and financial condition.

### **Our cooperation with online travel agencies and other hotel reservation intermediaries may adversely affect our margins and profitability.**

We engage major online travel agencies (OTAs), such as Ctrip, Agoda, Klook, Meituan, Fliggy, Booking.com, and Expedia, and other reservation intermediaries to market and facilitate bookings of our room inventory, typically on a commission basis. These intermediaries play an important role in generating bookings and expanding our customer reach. However, they also possess significant bargaining power due to their broad customer bases and marketing channels. As a result, they may from time to time seek higher commissions or more favorable commercial terms, including pricing, room availability or marketing arrangements.

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An increased reliance on such intermediaries may make it more difficult for us to control costs and customer acquisition and could reduce the proportion of direct bookings through our own channels. Any increase in commission rates or shift in booking mix towards higher-cost channels could place pressure on our margins and adversely affect our profitability.

**We may not be able to successfully identify, secure or operate additional hotel properties.**

We plan to operate more hotels to grow our business. We may not be able to identify, develop, manage or operate additional hotels in attractive locations on favorable terms, or at all. In Hong Kong, Macao and Chinese Mainland, growth may be constrained because our competitors may already have a presence, or our competitors may secure sites before we do, including by accepting less favorable terms to block us. Even where we secure new sites, new hotels may not achieve the returns we anticipate. We also incur costs assessing opportunities and negotiating with owners for projects that we ultimately do not complete. If we cannot source or win suitable sites on acceptable terms, our expansion plans could be delayed or curtailed, and our business and prospects could be materially and adversely affected.

**The restaurants operated by our hotels face risks related to instances of food-borne illnesses and other food safety accidents.**

We operate restaurants serving food and beverage at some of our hotels. Restaurant operations carry food safety risks, and are also subject to regulatory scrutiny with respect to hygiene standards and food storage requirements. While we maintain controls and staff training, we cannot guarantee that incidents will not occur. We also engage third-party suppliers for the supply of food and beverage, which increases the risk that issues outside our control could affect multiple locations at once. New pathogens may emerge, or illnesses with long incubation periods may lead to claims raised after the fact. Media reports of food-borne illness can lead to fines and penalties, damage customer confidence, reduce restaurant sales and force temporary closures, which could also impact our hotel business. In addition, outbreaks of other diseases such as avian influenza or hand, foot and mouth disease, may disrupt the supply of certain food products and raise costs, adversely affecting the results of operations of the affected hotels.

**Accidents, injuries or prohibited activities in our hotels may adversely affect our reputation and subject us to liability.**

We face inherent risks of accidents, injuries and prohibited activities, occurring at our hotels. Any such incident could harm our safety reputation, damage our brand, reduce occupancy and require us to incur additional security and compliance costs. We may also be held liable for claims, damages, penalties or fines arising from these events. Our property and liability insurance may be insufficient or may exclude certain losses, and we may be unable to renew coverage or obtain new policies without higher premiums and deductibles or reduced limits, or at all.

**We are required to comply with certain requirements relating to the fire safety of our properties and may be subject to risks relating to fire safety.**

We are subject to various fire safety laws and regulations in the regions we operate, including those relating to the design, installation and maintenance of fire service systems and equipment. With respect to the accommodation properties we own in Hong Kong, we are required to engage registered contractors to perform annual inspections of the fire service installation or equipment installed at these properties to ensure that they are kept in efficient working order and in compliance with applicable statutory and regulatory requirements. We may be required to take corrective actions within a prescribed timeframe if

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any deficiencies are identified during such annual inspections. In addition, the Hong Kong Fire Services Department may serve on us, as owner of the premises, a fire safety direction directing us to comply with all or any of the requirements under the applicable ordinance and regulations. As of the Latest Practicable Date, one of our accommodation properties was subject to fire safety directions, for which relevant improvement works corresponding to the fire safety direction is underway within the prescribed timeframe. There can be no assurance that we will be able to timely rectify all such deficiencies or fully comply with all applicable requirements, and any failure to implement the required remedial measures within the specified period may result in fines, penalties, operational restrictions or other enforcement actions, which may adversely affect our business operations, reputation and financial performance.

**Our investment properties are affected by local, regional and international economic conditions and changes in market conditions.**

Our rental income from investment properties is affected by local, regional and international economic conditions including changes to monetary policy, fiscal policy, interest rates, stock market indices, exchange rates, taxation rates and inflation. It may also be affected by changes in market conditions and is exposed to economic cycles and market volatility.

Changes to these economic and financial market conditions may have an effect on the level of activity and demand for the leasing of our investment properties. This may result in us not being able to negotiate rental lease extensions with some existing tenants as lease terms expire, or replace expiring leases with leases on equivalent terms. The occurrence of such events may have an adverse effect on our revenue, the value of our property portfolio, and our financial performance and condition.

**Property revaluations may affect the profits from our investment properties.**

Valuations of our selected property interests as of February 28, 2026 prepared by Jones Lang LaSalle Limited, an independent property valuer, are set forth in the valuation report set out as Appendix III to this document. The valuation was conducted based on certain assumptions and required a subjective determination of certain factors relating to the properties, such as their relative market position, financial and competitive strengths, location and physical condition. In addition, unforeseeable changes in general and local economic conditions or other factors beyond our control may affect the value of our properties. As a result, the valuation of our properties may differ materially from the price we could receive in an actual sale of the properties in the market.

Moreover, we measure our investment properties at fair value at each reporting date in accordance with HKFRS Accounting Standards, and any changes in fair value are recognized in our income statement. Consequently, any fluctuations in property valuations, whether arising from changes in underlying assumptions or market conditions, may directly affect our results of operations. There is no assurance that the fair value of our investment properties will not decline in the future, and any such decrease would result in fair value losses and reduce our profitability. Accordingly, our historical results should not be taken as indicative of our future performance.

**Our business is subject to, and could be negatively affected by, seasonality.**

Our business, especially our passenger transportation and hotel operations, may be subject to seasonal fluctuations. Our hotel and passenger transportation operations typically experience higher demand during festive and holiday seasons, including the Chinese New Year, the Labor Day holiday, the Mid-Autumn Festival and the Golden Week in Chinese Mainland and Easter, Christmas and other public holidays in Hong Kong and Macao. As a result of seasonal fluctuations, the results of operations of our hotel and passenger

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transportation operations during one period may not be comparable to those of any other period of the year. In addition, there can be no assurance that we will have sufficient resources to capture business opportunities during peak seasons, or that we will be able to effectively respond to a decline in market demand during the slack season. Failure to do so may materially and adversely affect our business.

**We are required to obtain or renew certain approvals, licenses, permits and certificates for our operations. Failure to obtain or renew such approvals, licenses, permits or certificates may have a material and adverse effect on our business and operations.**

We are subject to various laws and regulations in Hong Kong, Macao and Chinese Mainland and are required to obtain and comply with certain approvals, licenses, permits and certificates from administrative authorities, including but not limited to the business registration license, shipping concession contract and ferry route operation approval for passenger transportation, hotel licenses, fire safety certificate and hygiene permit for hotel operations, and other special industry license. Each approval is dependent on the satisfaction of certain conditions and failure to obtain governmental approvals could have an adverse effect on our operations. We are also subject to inspections, examinations, inquiries and audits by governmental authorities as part of the process of maintaining or renewing our permits, licenses or certificates. There can be no assurance that we will be able to fulfill the pre-conditions necessary to obtain the required governmental approvals or that we will be able to adapt to new laws, regulations or policies that may come into effect from time to time with respect to our operations. There may be delays on the part of relevant administrative bodies in reviewing our applications and granting approvals.

In addition, some of these approvals, permits, licenses and certificates are subject to periodic renewal and/or reassessment by the relevant authorities, and the standards of such renewal and/or reassessment may change from time to time. We are committed to applying for the renewal and/or reassessment of these approvals, permits, licenses and certificates when required by applicable laws and regulations; however, we cannot assure you that we will be able to successfully maintain or renew existing permits, licenses or any other regulatory approvals or obtain permits, licenses or other approvals needed for the operation of our businesses in the future. Any failure by us to obtain the necessary renewals and/or reassessment and otherwise maintain all approvals, licenses, permits and certificates necessary to carry out our business at any time could severely disrupt our business and prevent us from continuing to carry out our business, which could have a material adverse effect on our business, financial condition and results of operations.

**Our businesses are subject to operational risks.**

Operational risks arise mainly from inadequate or failed internal controls and systems, human errors, information technology system failures or external events. We consider operational risks to be inherent in our business and believe that they can be controlled or mitigated through adequate operational policies and procedures. See "Business—Risk Management and Internal Control" for details.

We are subject to numerous operational risks beyond our control that may cause significant business interruptions, personal injuries or environmental damage. We are exposed to various operational risks in connection with our business, including among others, operating limitations imposed by regulatory requirements; social, political and labor unrest; and environmental accidents. In addition, we may not have adequate insurance coverage on the above operational risks. Should any of these risks occur and we fail to take necessary responsive measures in a timely manner, our business may be temporarily interrupted or suspended, which could lead to increased labor costs, reputational damage and financial losses. Furthermore, any mismanagement, improper handling or violation of our operational procedure in the course of our service could result in accidents involving serious

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damage to our employees and property. If we fail to exercise sufficient caution on safety matters, our business operations and financial positions will be materially and adversely affected.

### **We are subject to certain property-related risks.**

As of the Latest Practicable Date, we had not registered or notarized certain of our lease agreements with the relevant government authorities. For example, pursuant to the Administration Measures for Commodity House Leasing of the PRC (《商品房屋租賃管理辦法》), lease agreements are required to be registered with the relevant authorities within 30 days from the date of execution. As advised by our PRC Legal Advisor, failure to complete such registration may result in fines ranging from RMB1,000 to RMB10,000 for each unregistered lease agreement. Any such penalties may have an adverse effect on our business, financial condition and results of operations.

### **Compliance obligations and costs relating to our investment properties could have an adverse effect on our business.**

We hold certain investment properties in Hong Kong. The Hong Kong Buildings Department may issue building notices and/or building orders requesting the rectification of certain building works within a property or the common areas of a building. The works required to be done in respect of common areas of a building to comply with these building notices and/or building orders may involve costs to be shared among the owners of various flats or units within the building, including us. We cannot assure you that our properties held for investment or the common areas of the building in which such properties are situated will not be subject to any building notice or building order. In the event that any building notice or building order is issued against our properties or the common areas thereof, we may need to incur costs to complete the relevant rectification, which may in turn have a material adverse impact on our business, financial condition and results of operations.

### **Our insurance coverage may not adequately cover the risks related to our business and operations.**

There can be no assurance that our insurance coverage will be sufficient in the event of major accidents or other significant losses. Certain risks, such as those relating to customer concentration, retention and attraction of personnel, as well as cost management, are generally not covered by insurance because they are uninsurable or not cost-justifiable. Insurance against losses arising from acts of war, terrorism or natural catastrophes may also be unavailable or prohibitively expensive. In particular, our passenger transportation operations expose us to risks of traffic accidents or other operational incidents involving our vehicles and vessels, which may result in personal injury, loss of life, damage to property or service disruptions. Similarly, our hotel operations are subject to operational risks such as fire incidents, equipment failures, food safety issues or guest-related incidents. Such events may give rise to significant liabilities, compensation claims, business interruptions or reputational damage. We may therefore be exposed to liabilities for which we are not, or cannot be, adequately insured. Any significant liability or loss arising from accidents, natural disasters or other events that are uninsured or under-insured could adversely affect our business and may result in litigation, employee compensation obligations, loss of assets or other economic harm. We cannot guarantee that our current insurance will cover all potential risks and losses, or that we will be able to renew existing policies on the same or acceptable terms. Severe unexpected losses, or losses exceeding applicable policy limits, could materially and adversely affect our business, financial position, results of operations and prospects.

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### **We are dependent on our key management team and qualified personnel.**

Our continued success is dependent to a large extent on our ability to retain the services of our key management personnel. The loss of their services without timely and suitable replacement could adversely affect our operations and as a result, our revenue and profit.

Our continued success and the implementation of our expansion plans depend largely on our ability to attract and retain high quality personnel, such as business development personnel, who have the necessary and required experience and expertise to conduct our business. If we are unable to attract and retain a sufficient number of suitably skilled and qualified specialists, our business, financial condition, results of operations and prospects could be materially and adversely affected.

### **Labor shortages and disruptions may adversely affect our operations or result in increased labor costs that could reduce our profits.**

We depend on our ability to attract, retain, train, manage and engage a sufficient number of qualified and skilled employees across our operations on a timely basis and at a competitive cost. In particular, front-of-house, guest services and specialist operations staff are central to delivering premium services and conveying our distinctive service culture across our businesses, and any failure to recruit, train and retain an adequate number of such employees could diminish our appeal to customers and adversely affect guest satisfaction. The specialized nature of certain roles further constrains supply. For example, it may take up around a decade for a ferry crew member to develop the requisite skills and experience, and such qualified personnel are scarce in the market. In addition, experienced hotel chefs and housekeeping supervisors for our hotels, can also be difficult to recruit and retain. We may be unable to attract and retain sufficient personnel in Hong Kong, Macao and Chinese Mainland due to labor shortages. Tight labor markets, increases in statutory minimum wages and social insurance contributions, and heightened competition for talent may increase our labor costs. If we cannot secure and engage the necessary staff at the right time and in the right locations, our ability to operate our businesses and service our facilities effectively could be impaired, requiring us to reduce operating hours, limit capacity, delay openings or rely more on contractors, which may increase costs and operational risk and negatively affect customer experience and brand perception. A shortage of skilled labor may also drive wage inflation and increase our labor costs, and we may be unable to pass these increases on to customers without adversely affecting demand and occupancy, which could reduce our profitability.

### **From time to time, we may be involved in legal proceedings and regulatory procedures arising out of our businesses.**

We operate in Hong Kong, Macao and Chinese Mainland, which exposes us to a broad range of civil, administrative and regulatory proceedings and regulatory procedures, including but not limited to contract and construction disputes, employment and labor claims, personal injury and public liability claims, consumer and advertising complaints, intellectual property disputes, environmental and public safety enforcement actions, taxation matters, licensing reviews and appeals, and investigations by sectoral regulators. Proceedings may be initiated by guests, customers, suppliers, contractors, employees, regulators, competitors or other stakeholders, and may include litigation, arbitration, mediation, administrative penalties, license suspensions or revocations, or orders to take remedial measures, any of which could result in fines, damages, injunctions, reputational harm, operational constraints or increased compliance costs. As of the Latest Practicable Date, we had pending legal proceedings against one major customer that failed to settle its payment of outstanding rent and property management fees. See "Financial Information—Discussion of Certain Selected Items from the Combined Statements of Financial Position—Trade Receivables" for details. However, there can be no assurance that we will be successful in

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such legal proceedings or that we will be able to recover the outstanding amounts in full, or at all. Any failure to recover such amounts, or any delay in enforcement, may adversely affect our financial condition and results of operations.

Defending, settling or otherwise resolving legal or regulatory proceedings can be costly and time consuming, and outcomes are inherently uncertain; adverse determinations or settlements, or the mere existence of significant proceedings, could result in monetary liabilities, operational restrictions, increased insurance costs, higher compliance expenditures, reputational damage, or the loss, suspension or non-renewal of licenses and permits, any of which could materially and adversely affect our business, financial condition, results of operations and prospects.

**Our success depends on the continued effective execution of our business strategy and management of our growth, and our inability to do so may affect our financial condition and results of operations.**

Our strategy requires allocating capital in a disciplined manner across our business operations to improve operating efficiency, and expanding in priority markets in Hong Kong and Macao while maintaining service quality and safety standards. Effective execution depends on many interdependent factors within and outside our control. Additionally, in developing our business strategy, we make certain assumptions including, but not limited to, those related to competition landscape and the economy in Hong Kong and Macao and actual market, economic and other conditions may be different from our assumptions. If we fail to successfully implement our business strategy and effectively respond to changes in market dynamics, our future financial results will suffer. We may incur higher operating expenses as our business strategy evolves.

**If our IT capabilities and infrastructure fail to keep up with our growing business needs, industry trends or technological developments, our business, results of operations and financial condition may be materially and adversely affected.**

Our operations depend on the uninterrupted functioning of key technology systems, including property management, payment and reservation platforms, data networks, and back-office applications for reservations and ticketing, property and facility management, point-of-sale and payments, digital channels, and data and analytics. Disruptions from hardware or software failures, vendor outages, power or network interruptions, cybersecurity incidents, or unsuccessful upgrades can impair core processes such as bookings, payments, and customer service, resulting in lost revenue and reputational harm. We face sophisticated cyber threats in Hong Kong, Macao and Chinese Mainland, as well as complex and evolving data, cybersecurity and privacy regulations which may require costly compliance measures and complicate system architecture. Any significant outage, degraded performance, or data incident could trigger cancellations, penalties, remediation costs, regulatory scrutiny and litigation, materially harming our business, financial condition and reputation.

If our platforms do not scale with demand, keep pace with innovation or integrate well with partners, we may be unable to deliver consistent service, leading to lost revenue, lower customer satisfaction and higher costs. Delays in upgrading legacy systems, integrating new applications or migrating to modern architectures can create bottlenecks, reduce resilience and increase operational and cyber risk. Evolving regulations in Hong Kong, Macao and Chinese Mainland, particularly around data governance, cybersecurity and cross-boundary transfers, add complexity and may require costly reconfiguration, localisation or downtime. External constraints, including export controls and sanctions affecting hardware and software supply chains, can lengthen lead times, raise costs and force vendor transitions. Execution also depends on specialized talent and disciplined project management; shortfalls can drive delays, overruns and instability during change. Any failure to modernize on time and at

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scale could impair bookings, ticketing and payments, increase incident risk and remediation costs, and result in cancellations, refunds and regulatory scrutiny, with material adverse effects on our business, financial condition and results of operations.

**We face risks associated with the misconduct of our employees, business partners and their employees and other related personnel.**

We rely on our employees to maintain and operate our business and have implemented an internal code of conduct to guide the actions of our employees. However, we do not have control over the actions of our employees, our business partners and their employees, and any misbehavior of our employees could materially and adversely affect our reputation and business. Despite the security measures we have implemented, we may be vulnerable to misconduct committed by our employees, our business partners and their employees and other related personnel. If an actual or perceived misconduct occurs, the market perception of the effectiveness of our services could be harmed, we may lose current and potential customers, and we may be exposed to legal and financial risks, including those from legal claims, regulatory fines and penalties, which in turn could adversely affect our business, reputation and results of operations.

**We may be adversely affected by any negative publicity concerning us, our business, shareholders, affiliates, Directors and senior management, other employees, business partners, other third parties as well as the industry in which we operate, regardless of accuracy, that could harm our reputation and business.**

Our ability to attract and retain customers depends on how people view our services, integrity and business practices. Negative perceptions or publicity concerning us, our stakeholders or our industry, even if arising from isolated events, can erode trust with existing and potential customers. As a result, demand for our offerings may decline, regulatory scrutiny may increase and our business may be materially and adversely affected. In Hong Kong, Macao and Chinese Mainland, social media and other online channels, such as instant-messaging apps and social networks, spread information quickly to large audiences. Negative publicity may include alleged misconduct by our Directors and senior management, employees, franchisees or business partners; false or malicious statements or rumors; customer complaints; data security breaches; employment-related claims; and governmental or regulatory investigations, penalties or other actions for alleged non-compliance related claims. Information on social media and other online channels can spread almost immediately, often without giving us a chance to correct inaccuracies. Incorrect or misleading content can reach many people at any time. These risks cannot be fully eliminated and may materially harm our reputation, business, financial condition and results of operations.

In addition, our brand and business may also be adversely affected by aggressive marketing or communications by competitors or other third parties. We may face government or regulatory inquiries or third-party claims, which may require significant management attention and incur substantial costs. We may not be able to rebut allegations promptly, or at all. Anonymous online accusations may be posted without verification, and platforms may provide little time for us to reply. As a result, our reputation may be materially and adversely affected, and our ability to attract and retain customers, maintain market share and protect our financial condition may suffer.

**We may be liable for intellectual property infringement relating to intellectual properties of third parties, which may materially and adversely affect our business, financial condition and prospects.**

We cannot assure that other aspects of our operations do not or will not infringe upon or violate intellectual property rights, including but not limited to trademarks, patents, copyrights, know-how, or other rights owned or held by third parties. Any intellectual

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property rights infringement claim could result in costly remedial measures and may adversely affect our business and financial condition. We have adopted systematic methods to reduce our exposure to the risks of intellectual property infringement claims. However, we cannot assure those methods are sufficient to shield us from third party liabilities for intellectual property infringement, or our efforts will be considered favorably by a given court or relevant governmental authority. Liabilities for intellectual property infringement, or allegations of such infringement, may impose a burden on our management, cause penalties, lead to unfavorable media coverage and damage to our reputation, or even cause authorities to impose sanctions on us, including, in serious cases, suspending our operation, which may materially and adversely affect our business, financial condition and prospects.

**If we are unable to conduct sales and marketing activities cost-effectively, our business, financial condition and results of operations may be materially and adversely affected.**

We rely on our sales and marketing efforts to enlarge our customer base and drive the spending of our customers. Effective sales and marketing activities are crucial to the expansion and success of our business. In 2023, 2024 and 2025, our selling and distribution costs amounted to HKD64.1 million, HKD67.9 million and HKD67.9 million. Our sales and marketing activities may not be well received by the market and may not result in the levels of sales that we anticipate. We also may not be able to retain or recruit enough experienced sales and marketing personnel, or to train newly hired sales and marketing personnel, which we believe is critical to implementing our sales and marketing strategies cost-effectively. Furthermore, sales and marketing approaches and tools in the hospitality industry of Chinese Mainland are evolving rapidly. This requires us to continually enhance the effectiveness and efficiency of our sales and marketing activities and experiment with new methods to keep pace with industry developments and customer preferences. Failure to engage in sales and marketing activities in a cost-effective manner may reduce our market share, cause our sales to decline, slow down the growth of our scenario-based retail business, negatively impact our profitability, and materially harm our business, financial condition and results of operations.

**Increasing focus on environmental, social and governance matters may impose additional costs on us or expose us to additional risks.**

The governments and public advocacy groups in Hong Kong, Macao and Chinese Mainland have been increasingly focused on ESG issues in recent years, making our business more sensitive to ESG issues and changes in governmental policies and laws and regulations associated with environment protection and other ESG-related matters. Investor advocacy groups, certain institutional investors, investment funds, and other influential investors are also increasingly focused on ESG practices and in recent years have placed increasing importance on the implications and social cost of their investments. Regardless of the industry, increased focus from investors and the Hong Kong, Macao and Chinese Mainland governments on ESG and similar matters may hinder access to capital, as investors may decide to reallocate capital or to not commit capital as a result of their assessment of a company's ESG practices. Any ESG concern or issue could increase our regulatory compliance costs. If we do not adapt to or comply with the evolving expectations and standards on ESG matters from investors and the Hong Kong, Macao and Chinese Mainland governments or are perceived to have not responded appropriately to the growing concern for ESG issues, regardless of whether there is a legal requirement to do so, we may suffer from reputational damage and the business, financial condition.

**We are subject to risks relating to payment service providers.**

We accept payments via major online payment channels in Hong Kong, Macao and Chinese Mainland, as well as bank transfers and credit cards. This exposes us to risks such as fraud, data leakage, and other illegal activities. Our reliance on payment service providers means that any decline in their service quality or changes in usage patterns could harm our

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appeal. We are subject to various electronic funds transfer regulations, and failure to comply may result in fines, higher fees, or inability to accept online payments, adversely affecting our business and financial condition. Payment service providers also face risks including customer dissatisfaction, competition, regulatory changes, data breaches, service outages, increased costs, and fund mismanagement, which could impact their ability to process payments for us.

**Our financial performance may fluctuate notwithstanding our historical profitability.**

Although we recorded profits throughout the Track Record Period, our financial performance has fluctuated year-on-year. In particular, our profit for the year decreased from HKD479.3 million in 2023 to HKD194.1 million in 2024, and then decreased to HKD117.5 million in 2025. Our gross profit margin also decreased from 36.8% in 2023 to 33.4% in 2024 and 28.4% in 2025.

Our historical performance may not be indicative of our future performance. The sustainability of our profitability depends on a number of factors, many of which are beyond our control, including evolving consumer preferences and demand, competition, regulatory evolution and changes in economic condition. There is no assurance that our historical levels of profitability or margins will be sustained. Any material deterioration in our financial performance could adversely affect our financial condition and the market price of our Shares.

**We recorded net current liabilities during the Track Record Period, which may affect our liquidity.**

We recorded net current liabilities of HKD2,174.2 million, HKD1,776.8 million and HKD4,411.6 million, respectively, as of December 31, 2023, 2024 and 2025. Such position may expose us to liquidity risks and constrain our ability to meet our short-term obligations as they fall due, particularly under adverse business or market conditions. Our ability to manage our liquidity depends on our operating cash flows, access to external financing and effective working capital management. There can be no assurance that we will be able to generate sufficient cash flows or obtain funding on acceptable terms, or at all, to meet our short-term needs. If we are unable to improve our working capital position, we may need to seek additional financing or adjust our operations, which may not be available on favorable terms or in a timely manner. Any deterioration in our liquidity position could have a material adverse effect on our business, financial condition and results of operations.

**We may suffer impairment losses for our goodwill.**

We have recognized a substantial amount of goodwill on our combined statements of financial position as a result of past acquisitions. As of December 31, 2025, our goodwill amounted to HKD1,292.9 million, which has been allocated primarily to our travel documents and related operations and passenger transportation business cash-generating units.

Impairment assessments involve significant management judgment, including assumptions regarding future cash flows, discount rates and long-term growth prospects. Adverse changes in market conditions, regulatory environment, travel demand or competitive dynamics could result in impairment losses, which would be recognized in profit or loss and could materially and adversely affect our financial results.

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### **RISKS RELATING TO DOING BUSINESS IN THE REGIONS WHERE WE OPERATE**

**Adverse changes in economic and political policies could have a material adverse effect on the overall economic growth of the regions where we operate, which could adversely affect our business.**

We operate primarily in Hong Kong and Macao, with selected Chinese Mainland entities supporting cross-boundary transportation and other Chinese Mainland-related activities. Our performance is closely tied to cross-boundary travel and lodging demand across the Greater Bay Area and is sensitive to Chinese Mainland macro conditions and policy settings. A sustained slowdown in Hong Kong, Macao and Chinese Mainland or changes to visa, group-tour, public-health or other mobility policies could lower arrivals and pressure occupancy, average daily rates, and ancillary revenues.

Our cross-boundary transport activities, through group-related transportation business with Hong Kong, Macao and Chinese Mainland entities, depend on stable regional policy, licensing and arrangements. Adverse macro or policy developments in Chinese Mainland, including changes to route permits, fare controls, or safety/operational standards, could reduce passenger volumes and associated ticketing revenues.

Our hotel business has scaled since the post-pandemic recovery, but demand is driven in part by travelers from Chinese Mainland, the events calendar, and policies relating to travel among Chinese Mainland and Hong Kong and Macao travel. Weaker Chinese Mainland consumer sentiment, anti-corruption or spending curbs, or tighter visa and travel permit quotas and tour approvals could reduce cross-boundary traffic and compress our revenue.

**Inflation may disrupt our business and have an adverse effect on our financial condition and results of operations.**

Our hotels are labor-intensive and incur significant energy and maintenance expenses. Our transportation operations and travel-document administration service centers also rely heavily on personnel, rental facilities, and technology infrastructure. Rising wages, utilities, and upkeep costs in Hong Kong, Macao and Chinese Mainland increase our operating cost base and can pressure margins, particularly where price increases cannot fully offset rising input costs. Increases in statutory wages, utility tariffs, insurance, and contractor rates would further raise fixed and semi-variable costs.

For our passenger transportation operations, any increases in fuel, vehicle and fleet maintenance and other costs could compress margins if fare adjustments lag inflation or are constrained by market conditions or policy.

We rely on a flexible room-rate strategy to sustain high occupancy; however, inflation that outpaces achievable rate increases, especially during off-peak periods, could erode profitability. Competitive dynamics and rate-parity obligations with online travel agencies may limit our ability to pass through higher costs.

**Uncertainties with respect to the legal systems where we operate could limit the legal protections available to us and our investors and have a material adverse effect on our business and results of operations.**

Our operations span Hong Kong, Macao and Chinese Mainland, and are subject to multiple regulatory regimes and licensing authorities, including tax, licensing, fire safety, building and construction, electrical and other departments. Changes in regulations,

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interpretations, approval processes, or enforcement priorities could increase compliance costs or delay approvals necessary for ongoing operations. Differences in administrative practice and discretion across regions may also make outcomes less predictable.

For activities connected to Chinese Mainland, evolving regulatory requirements and administrative processes may affect business planning, timelines and counterparties, which could in practice influence the timing and resolution of disputes. In addition, variations in documentation, notarisation or approval requirements may extend project and contracting cycles. The legal system of Chinese Mainland is a civil law system based primarily on written statutes. Unlike common law systems, prior court decisions may be referred to for guidance but do not constitute binding precedent. As the legal system of Chinese Mainland continues to develop, the interpretation and application of applicable laws, regulations and rules may vary across different authorities and regions. As a result, there may be differences in regulatory practices and enforcement approaches, which could affect the timing and outcome of certain matters.

**We may experience difficulties in effecting service of process, enforcing foreign judgments, or bringing original actions in Chinese Mainland.**

Certain of our subsidiaries and operations are located in Chinese Mainland, and any need to pursue or defend claims involving those entities may require proceedings in Chinese Mainland courts or administrative bodies. Conducting proceedings in the Chinese Mainland can entail different procedural requirements and timelines than in Hong Kong, which may increase the time and cost of enforcement and could affect outcomes.

Where judgments or orders obtained outside Chinese Mainland need to be recognized or enforced against Chinese Mainland-based assets or entities, recognition and enforcement would depend on local procedures and requirements, which could be uncertain and time-consuming, potentially limiting effective remedies. Practical challenges in service of process and evidence collection may further delay resolution.

### **RISKS RELATING TO THE SPIN-OFF AND OUR SHARES**

**The shareholding of our Shareholders may be diluted as a result of future equity fundraising.**

After the Spin-off and [REDACTED], we may require additional equity financing to fund expansion, capital expenditure, technology upgrades, fleet renewal, hotel refurbishments or other strategic initiatives. If additional funds are raised through the issuance of new equity or equity-linked securities other than on a pro rata basis to our then Shareholders, the percentage ownership of individual Shareholders will be reduced. Such new securities may also have preferential rights or options that favor their holders over holders of our Shares, to the extent permitted by law, exchange rules and our constitutional documents.

**There is no existing public market for our Shares and their liquidity and market price may fluctuate.**

There is currently no public market for our Shares. Prior to the Spin-off and [REDACTED], no established trading price existed. Although we have applied for the [REDACTED] of, and permission to [REDACTED], our Shares on the Stock Exchange, there is no assurance that an active or sufficiently liquid market for our Shares will develop or, if it develops, that it will be sustained after [REDACTED]. If an active market does not form, or if trading liquidity is limited, investors may be unable to sell their Shares at the time or price they wish.

The business and performance and the market price of the shares of other companies engaging in similar business may also affect the price and trading volume of our Shares. In addition to market and industry factors, the price and trading volume of our Shares may be

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highly volatile for specific business reasons, such as fluctuations in our revenue, earnings, cash flows, investments, expenditures, relationships with our business partners, movements or activities of key personnel, actions taken by competitors or regulatory developments. Hong Kong's securities market has also experienced periods of substantial price and volume volatility that may be unrelated, or disproportionate, to the operating performance of individual issuers. Such market movements could affect the trading price of our Shares, and investors may experience volatility or a decline in the value of their investment regardless of our operating performance or prospects.

Future sales or perceived sales of a substantial number of our Shares in public markets could adversely affect the prevailing market price of our Shares and our ability to raise capital in the future.

The market price of our Shares may decline if a substantial number of Shares are sold, or if the market perceives that such sales may occur. Following the Spin-off and [REDACTED], our Shareholders may decide to dispose of their holdings, including upon expiry of any applicable lock-up or disposal restrictions. Future equity offerings by us, or sales of Shares by existing Shareholders, could also increase the supply of Shares available in the market.

In addition, any indication that we or our major Shareholders intend to sell Shares, or that additional Shares or equity-linked securities may be issued, could adversely affect investor sentiment and the prevailing market price of our Shares. If the market price of our Shares weakens, our ability to raise capital through future equity issuances may be impaired, or such financing may only be available on terms less favorable to us. Any future issuance of Shares may also dilute the ownership interests of existing Shareholders.

### **There can be no assurance that we will pay dividends.**

There is no assurance as to whether, when, or in what form dividends may be paid on our Shares after [REDACTED]. Any declaration of dividends is subject to the discretion of our Board and will depend on a number of factors, including our results of operations, financial position, cash flow, capital requirements, regulatory considerations, future business plans and prevailing market conditions. Even if our financial statements reflect profitability, we may not have sufficient distributable reserves or cash resources to declare or pay dividends. Our ability to pay dividends may also be affected by the performance of our subsidiaries, the level of dividends they are able to distribute to us, and any contractual, statutory or regulatory restrictions applicable to them. As a result, there can be no assurance that our Shareholders will receive any dividends in the future.

### **Our Controlling Shareholders may have substantial control over our Company and their interests may not be aligned with the interests of other Shareholders.**

Immediately following the Spin-off and [REDACTED], our Controlling Shareholders will continue to hold a controlling interest in our Company. As a result, they will be able to exercise significant influence over our affairs, including decisions relating to our management, business strategy, major transactions, mergers and acquisitions, expansion plans, the appointment and removal of Directors, and other material corporate actions that require Shareholders' approval. This concentration of ownership may discourage, delay or prevent a change in control that other Shareholders may view as beneficial, including transactions that could result in a premium being paid for our Shares.

The interests of our Controlling Shareholders may differ from, or conflict with, the interests of our other Shareholders. They may make decisions, or prevent us from taking actions, that serve their own interests but are not aligned with the interests of minority Shareholders. In addition, any existing or future arrangements between our Controlling Shareholders and our Group may give rise to potential conflicts of interest.

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Although we believe we will retain financial, operational and management independence following the Spin-off, there is no assurance that our Controlling Shareholders will not seek to influence our Company in ways that could adversely affect our other Shareholders. Any such influence may materially and adversely affect our corporate governance, strategic flexibility, and the interests of our minority Shareholders.

**It may be difficult to enforce a Hong Kong judgment against us, our Directors and senior management based on Hong Kong securities laws claims or to serve process on our Directors and senior management.**

We are incorporated in the Cayman Islands and conduct our operations through subsidiaries in Hong Kong, Macao and Chinese Mainland. Some of our Directors and senior management reside outside Hong Kong, and some of our assets are located outside Hong Kong. As a result, it may be difficult for [REDACTED] to effect service of process upon us or our Directors and senior management within Hong Kong, or to enforce against us or them a judgment obtained in Hong Kong courts, including judgments predicated on civil liability provisions of Hong Kong securities laws.

Although certain jurisdictions recognize and enforce foreign civil judgments subject to local procedures and conditions, there is no assurance that courts in the Cayman Islands, Macao, Chinese Mainland or any other jurisdiction where we or our Directors and senior management reside or hold assets will recognize or enforce a Hong Kong judgment. Local courts may refuse enforcement based on public policy grounds, differences in legal standards, lack of reciprocity or procedural requirements. Similarly, there is no assurance that a judgment obtained in a foreign court against us or our Directors and senior management will be recognized or enforced by Hong Kong courts.

In addition, service of process outside Hong Kong may require compliance with foreign judicial assistance procedures, which may be time-consuming or uncertain in outcome. These limitations may make it more difficult or costly for [REDACTED] to pursue claims against us or our Directors and senior management and may limit the remedies available to Shareholders under Hong Kong laws.

**We cannot guarantee the accuracy of facts, forecasts and other statistics obtained from official government publications and other publicly available sources contained in this document.**

This document includes certain facts, forecasts and statistical data relating to the industries in which we operate that are derived from official government publications and other publicly available sources. While we believe these materials have been accurately extracted and we have no reason to believe that such information is false or misleading, we cannot guarantee the reliability of the underlying source materials. These materials have not been prepared or independently verified by us, Sole Sponsor or any of their respective affiliates or advisors and, therefore, we make no representation as to the accuracy of such statistics.

Official statistics may differ from market practice, use different measurement standards, or rely on collection methods that may be incomplete or subject to delay. As a result, such data may be inaccurate, may not be comparable across jurisdictions, or may not reflect current market conditions. [REDACTED] should consider carefully how much weight to place on such information when evaluating an [REDACTED] in our Shares.

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**The entire document should be read carefully and any information contained in press articles, media and/or research reports regarding our Company, our business, our industry or the Spin-off not contained in this document should not be relied upon.**

There may be press, media or research reports that discuss our Company, our business, our industry or the Spin-off. Such materials may contain financial information, projections, valuations, commentary or forward-looking statements. Any such information has not been prepared, sourced or authorized by us, and we make no representation as to the accuracy, completeness or reliability of any information contained in these publications. To the extent that press articles, media coverage or third-party research contain information that is inconsistent with, or conflicts with, the information in this document, we disclaim such information. You should not rely on any information, analysis or commentary contained in external publications when making an [REDACTED] decision about our Shares. Accordingly, you should rely solely on the information contained in this document and should read the entire document carefully before making any [REDACTED] decision.