
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Imperium Financial Group Limited, you should at once hand the Prospectus Documents, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s). The Prospectus Documents should not, however, be distributed, forwarded or transmitted to, into or from any jurisdiction where to do so might constitute a violation of the relevant local securities laws or regulations.

A copy of each of the Prospectus Documents, together with the other document(s) specified in the paragraph headed "16. Documents delivered to the Registrar of Companies" in Appendix III to this Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of the Prospectus Documents or any other document(s) referred to above.

The securities described in the Prospectus Documents have not been registered under the US Securities Act or the laws of any state in the United States, and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the US Securities Act and applicable state laws. There is no intention to register any portion of the Rights Shares or any securities described in the Prospectus Documents in the United States or to conduct a public offering of securities in the United States.

The attention of Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or holding Shares on behalf of beneficial owners of Shares with such addresses is drawn to the paragraph headed "Rights of the Overseas Shareholders" in the "Letter from the Board" in this Prospectus.

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC and you should consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and HKSCC take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.



Imperium Financial Group Limited

帝國金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8029)

PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE

Financial Adviser and Placing Agent of the Rights Issue



Silverbricks Securities Company Limited

Capitalised terms used in this cover page shall have the same meanings as those defined in this Prospectus.

The latest time for acceptance and payment for the Rights Shares is 4:00 p.m. on Monday, 22 January 2024. The procedures for acceptance and transfer of the Rights Shares are set out in the section headed "Procedures for acceptance, splitting of PAL and payment or transfer" in the "Letter from the Board" of this Prospectus.

It should be noted that the Shares have been dealt in on an ex-rights basis from Wednesday, 27 December 2023. Dealings in the Rights Shares in their nil-paid form will take place from Wednesday, 10 January 2024 to Wednesday, 17 January 2024 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or waived (as applicable), the Rights Issue will not proceed. Any persons contemplating dealings in the Shares prior to the date on which the conditions of the Rights Issue are fulfilled or waived (as applicable), and/or dealings in the nil-paid Rights Shares, are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions. Please refer to the section headed "Conditions of the Rights Issue" in this Prospectus. Shareholders and potential investors of the Company should note that: (a) if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed; and (b) the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Placers under the Compensatory Arrangements. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There are no applicable statutory requirements under the laws of the Cayman Islands regarding minimum subscription levels in respect of the Rights Issue. Accordingly, the Rights Issue and the Placing may or may not proceed. Any Shareholder or other person contemplating transferring, selling, purchasing or otherwise dealing with the Shares and/or the Rights Shares in their nil-paid forms is advised to exercise caution when dealing in the Shares and/or Rights Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled, will accordingly bear the risk that the Rights Issue and the Placing may not become unconditional or may not proceed.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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EXPECTED TIMETABLE

The expected timetable in respect of the Rights Issue is set out below:

Events	Hong Kong Date and Time
Despatch of the Prospectus Documents (in the case of Non-Qualifying Shareholders, the Prospectus only)	Monday, 8 January 2024
First day of dealings in Nil-paid Rights Shares	Wednesday, 10 January 2024
Latest time for splitting of the PAL	4:00 p.m. Friday, 12 January 2024
Last day of dealings in Nil-paid Rights Shares	Wednesday, 17 January 2024
Latest time of acceptance of and payment for the Rights Shares.	4:00 p.m. Monday, 22 January 2024
Announcement of the number of the Unsubscribed Rights Shares and NQS Unsold Rights Shares subject to the Compensatory Arrangements	Thursday, 25 January 2024
Commencement of placing of Unsubscribed Rights Shares and NQS Unsold Rights Shares by the Placing Agent	Friday, 26 January 2024
Latest time of placing of the Unsubscribed Rights Shares and NQS Unsold Rights Shares by the Placing Agent.	6:00 p.m. on Monday, 29 January 2024
Latest Time for Termination	4:00 p.m. on Tuesday, 30 January 2024
Announcement of the results of Rights Issue (including results of the placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the amount of the Net Gain per Unsubscribed Rights Share and the NQS Unsold Rights Shares under the Compensatory Arrangements) to be posted on the Stock Exchange's website and the Company's website	Wednesday, 31 January 2024
Despatch of certificates for fully-paid Rights Shares	Thursday, 1 February 2024
Despatch of refund cheques if the Rights Issue is terminated.	Thursday, 1 February 2024

EXPECTED TIMETABLE

Commencement of dealings in fully-paid

Rights Shares 9:00 a.m. on Friday, 2 February 2024

Designated broker starts to stand in the market to

provide matching services for odd lots of shares 9:00 a.m. on Friday, 2 February 2024

Payment of the Net Gain to relevant No Action

Shareholders (if any)..... Monday, 5 February 2024

Designated broker ceases to stand in the market to

provide matching services for odd lots of Shares Thursday, 22 February 2024

All times and dates in this Prospectus refer to Hong Kong local times and dates.

Dates or deadlines specified in the expected timetable above or in other parts of this Prospectus are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning or “extreme conditions” caused by super typhoon issued by the Hong Kong Observatory:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 22 January 2024. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 22 January 2024. Instead the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in the “EXPECTED TIMETABLE” above may be affected. An announcement will be made by the Company in such event as soon as practicable.

EXPECTED TIMETABLE

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the GEM Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares, in nil-paid and fully-paid forms. Accordingly, subject to the fulfilment of the conditions referred to under the section headed “Conditions of the Rights Issue”, the Rights Issue may or may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.

Dealings in the Rights Shares in nil-paid form are expected to take place from 9:00 a.m. on Wednesday, 10 January 2024 to 4:00 p.m. on Wednesday, 17 January 2024 (both days inclusive). Any Shareholder or other person contemplating transferring, selling, purchasing or otherwise dealing with the Shares and/or the Rights Shares in their nil-paid forms is advised to exercise caution when dealing in the Shares and/or Rights Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled, will accordingly bear the risk that the Rights Issue and the Placing may not become unconditional or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

EXCEPT AS OTHERWISE SET OUT HEREIN, THE RIGHTS ISSUE DESCRIBED IN THIS PROSPECTUS IS NOT BEING MADE TO SHAREHOLDERS WITH REGISTERED ADDRESSES IN JURISDICTIONS OUTSIDE HONG KONG AND NEITHER IS THE RIGHTS ISSUE BEING MADE TO INVESTORS WHO ARE LOCATED OR RESIDING IN ANY OF THE JURISDICTIONS OUTSIDE HONG KONG, UNLESS AN OFFER OF RIGHTS SHARES AND NIL-PAID RIGHTS SHARES INTO SUCH JURISDICTIONS COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL OR REGULATORY REQUIREMENTS OR THE OFFER IS MADE IN RELIANCE ON ANY EXEMPTION OR WHERE COMPLIANCE IS NOT UNDULY BURDENSOME.

EXPECTED TIMETABLE

This Prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, the nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to the nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer, invitation or solicitation is unlawful. None of the nil-paid Rights Shares, the fully-paid Rights Shares, this Prospectus and the PAL have been or will be registered or filed under the securities laws of any jurisdiction or with any securities commission or similar regulatory authority in any jurisdiction other than in Hong Kong and none of the nil-paid Rights Shares, the fully-paid Rights Shares, this Prospectus and the PAL will qualify for distribution under any of the relevant securities laws of any of the jurisdictions outside Hong Kong (other than pursuant to any applicable exceptions as agreed by the Company).

Accordingly, the nil-paid Rights Shares and the fully-paid Rights Shares may not be offered, sold, pledged, taken up, resold, renounced, transferred or delivered, directly or indirectly, into or within any jurisdictions outside Hong Kong absent registration or qualification under the respective securities laws of such jurisdictions other than in Hong Kong, or exemption from the registration or qualification requirements under applicable rules of such jurisdictions.

Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or who hold Shares on behalf of persons with such addresses should refer to the paragraph headed “Rights of Overseas Shareholders” under “Letter from the Board” of this Prospectus.

Each person acquiring the nil-paid Rights Shares and/or Rights Shares under the Rights Issue will be required to confirm, or be deemed by his acquisition of the nil-paid Rights Shares and/or Rights Shares to confirm, that he is aware of the restrictions on offers and sales of the nil-paid Rights Shares and/or Rights Shares described in this Prospectus.

DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following terms shall have the following meanings:

“Announcement”	the announcement of the Company dated 8 December 2023 in relation to, among other things, the Rights Issue and the Placing
“acting in concert”	has the same meaning ascribed thereto under the Takeovers Code
“associates”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and Sunday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“BVI”	British Virgin Islands
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Companies (WUMP) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Imperium Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange (Stock Code: 8029)
“Compensatory Arrangements”	the compensatory arrangements pursuant to Rule 10.31(1)(b) of the GEM Listing Rules as described in the paragraph headed “Procedures in respect of Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements” in this Prospectus

DEFINITIONS

“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed to it under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholder(s)”	any Shareholder(s) who are not required to abstain from voting at the EGM under the GEM Listing Rules
“Independent Third Party(ies)”	third party(ies) independent of the Company and any connected person(s) of the Company and not a connected person of the Company
“Intermediary”	in relation to a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means the beneficial owner’s broker, custodian, nominee or other relevant person who is a CCASS participant or who has deposited the beneficial owner’s shares with a CCASS participant
“Latest Practicable Date”	4 January 2024, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information contained herein
“Last Trading Day”	8 December 2023, being the last full trading day before the release of the Announcement
“Latest Time for Acceptance”	4:00 p.m. on Monday, 22 January 2024, being the latest time for acceptance of the offer of and payment for the Rights Shares

DEFINITIONS

“Net Gain”	any premiums paid by the Placees over the Subscription Price for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares placed by the Placing Agent under the Compensatory Arrangements
“No Action shareholder(s)”	Qualifying Shareholders or their renounees who do not subscribe for the Rights Shares (whether partially or fully) under the PAL(s), or such persons who hold any nil-paid Rights at the time such nil-paid Rights lapse
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Issue to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“NQS Unsold Rights Shares”	the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form that have not been sold by the Company
“Overseas Shareholder(s)”	the Shareholder(s) (whose names appears on the register of members of the Company at the close of business on the Record Date) with registered address(es) outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placee(s)”	any individuals, corporate, institutional investor(s) or other investor(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies), procured by the Placing Agent and/or its sub-placing agent(s), who and whose ultimate beneficial owners shall be Independent Third Party(ies), to subscribe for any of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares pursuant to the Placing Agreement
“Placing Agent”	Silverbricks Securities Company Limited, a corporation licensed to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 6 (advising on corporate finance) regulated activities under the SFO, being the placing agent appointed by the Company to place any Unsubscribed Rights Shares and the NQS Unsold Rights Shares under the Compensatory Arrangements

DEFINITIONS

“Placing Agreement”	conditional placing agreement dated 8 December 2023 entered into between the Company and the Placing Agent in relation to the placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares to the Placee(s) on a best effort basis
“Placing Arrangement”	the Placing Arrangement for Unsubscribed Rights Shares and the NQS Unsold Rights Shares as described in the section headed “The Placing Agreement” in this Prospectus
“Promissory Note”	the promissory note dated 31 January 2018 issued by the Company to Peak Stand Holdings Limited with the outstanding principal amount of approximately HK\$128,767,000 as at 31 October 2023
“Prospectus”	the prospectus to be issued to the Shareholders containing, among other things, details of the Rights Issues
“Prospectus Documents”	the Prospectus and the PAL
“Prospectus Posting Date”	Monday, 08 January 2024 or such other date as the Company may determine, being the date on which the Prospectus Documents are posted to the Qualifying Shareholders
“Public Float Requirement”	the public float requirement under Rule 11.23(7) of the GEM Listing Rules which requires, inter alia, at least 25% of the issuer’s total number of issued shares must at all times be held by the public
“Qualifying Shareholders”	Shareholders, other than the Non-Qualifying Shareholders, whose names appear on the register of members of the Company at the close of business on the Record Date
“Record Date”	Friday, 5 January 2024, being the date by reference to which the Shareholders’ entitlements to the Rights Issue are to be determined
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Rights Issue”	the proposed issue of the Rights Shares on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date at the Subscription Price pursuant to the Prospectus Documents

DEFINITIONS

“Rights Share(s)”	1,142,127,384 Rights Shares to be allotted and issued pursuant to the Rights Issue
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.04 per Rights Share under the Rights Issue
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Unsubscribed Rights Shares”	any of the Rights Shares which have not been subscribed by the Qualifying Shareholders or transferees of nil-paid Rights Shares by the Latest Time for Acceptance
“%”	per cent.

LETTER FROM THE BOARD



Imperium Financial Group Limited **帝國金融集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8029)

Executive Directors:

Mr. Cheng Ting Kong
Ms. Cheng Mei Ching
Mr. Chim Tak Lai

Independent non-executive Directors:

Mr. Chan Tin Lup, Trevor
Mr. Tou Kin Chuen
Mr. Hong Haiji

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business:

Room 03, 26/F
One Harbour Square
No. 181 Hoi bun Road
Kwun Tong, Kowloon, Hong Kong

8 January 2024

*To: the Qualifying Shareholders and,
for information purpose only, the Non-Qualifying Shareholders*

Dear Sir or Madam,

PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE

INTRODUCTION

References are made to the Announcement dated 8 December 2023, in relation to, among other matters, the Rights Issue and the Placing.

On 8 December 2023, the Company proposes to raise up to approximately HK\$45.7 million before expenses by way of a rights issue of 1,142,127,384 Rights Shares at the Subscription Price of HK\$0.04 per Rights Share and on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date. The Rights Issue will proceed on a non-underwritten basis

LETTER FROM THE BOARD

irrespective of the level of acceptances of the provisionally allotted Rights Shares and will not be extended to the Non-Qualifying Shareholder(s) (if any).

The purpose of this Prospectus is to provide you with, among others, further details on the Rights Issue, certain financial information and other general information on the Group.

PROPOSED RIGHTS ISSUE

The Company proposes to raise up to approximately HK\$45.7 million before deduction of costs and expenses by way of rights issue of 1,142,127,384 Rights Shares at the Subscription Price of HK\$0.04 per Rights Share and on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date. The Rights Issue, conducted on a non-underwritten basis, is only available to the Qualifying Shareholders.

Further details of the Rights Issue are set out below:

Rights Issue statistics

Basis of Rights Issue:	One (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price:	HK\$0.04 per Rights Share
Number of Shares in issue as at the Latest Practicable Date:	2,284,254,768 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue:	1,142,127,384 Rights Shares
Aggregate nominal value of the Rights Shares:	HK\$45,685,095.36
Total number of Shares in issue upon completion of the Rights Issue:	3,426,382,152 Shares
Gross proceeds from the Rights Issue:	Approximately HK\$45.7 million before deduction of the costs and expenses which the Company will incur in the Rights Issue (assuming all the Rights Shares will be taken up)

LETTER FROM THE BOARD

As at the Latest Practicable Date, (i) the 1,142,127,384 Rights Shares to be issued and allotted pursuant to the Rights Issue represent 50.00% of the total number of issued Shares as at the Latest Practicable Date and approximately 33.33% of the total number of issued Shares as enlarged by the allotment and issuance of the Rights Shares immediately after completion of the Rights Issue; and (ii) the Company does not have any outstanding convertible securities, options or warrants in issue or similar rights which confer any right to subscribe for, convert or exchange into the Shares.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. The legal adviser of the Company as to the laws of the Cayman Islands have confirmed that pursuant to the Company's constitutional documents and the Companies Act (as amended) of the Cayman Islands, there are no requirements for minimum levels of subscription in respect of the Rights Issue. Subject to fulfillment of the conditions precedent of the Rights Issue, the Rights Issue shall proceed regardless of the ultimate subscription level.

In the event that the Rights Issue is undersubscribed, any Rights Shares not taken up by the Qualifying Shareholders under PAL(s), or transferees of nil-paid Rights Shares together with the NQS Unsold Rights Shares will be placed to independent places under the Compensatory Arrangements. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company, and hence, the size of the Rights Issue will be reduced accordingly.

The Shareholder who applies to take up his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders (other than HKSCC Nominees Limited) to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules. There is no minimum amount to be raised under the Rights Issue.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

Undertakings

The Company has not received any information or irrevocable undertaking from any Substantial Shareholder of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

Subscription Price

The Subscription Price of HK\$0.04 per Rights Share is payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of Rights Shares or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 40.30% to the closing price of HK\$0.067 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 11.11% to the closing price of HK\$0.045 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 7.41% to the average closing price of HK\$0.0432 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 6.10% to the average closing price of approximately HK\$0.0426 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 7.69% to the theoretical ex-rights price of approximately HK\$0.0433 per Share based on the closing price of HK\$0.045 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (vi) a premium of approximately HK\$0.0543, or 379.7% to the audited consolidated net liabilities value per Share of approximately HK\$0.0143 (based on the latest published audited consolidated net liabilities value of the Group of approximately HK\$32.7 million as disclosed in the annual report of the Company for the year ended 31 March 2023 and 2,284,254,768 Shares);
- (vii) a premium of approximately HK\$0.0571 or 333.9% to the unaudited consolidated net liabilities value per Share of approximately HK\$0.0171 (based on the latest published unaudited consolidated net liabilities value of the Group of approximately HK\$39.2 million as disclosed in the interim report of the Company as at 30 September 2023 and 2,284,254,768 Shares); and
- (viii) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 3.70%, represented by the theoretical diluted price of approximately HK\$0.0433 to the benchmarked price of approximately HK\$0.38 per Share (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.045 and the average closing price of HK\$0.045 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day).

LETTER FROM THE BOARD

The terms of the Rights Issue, including the Subscription Price was determined after arm's length negotiation between the Company and the Placing Agent with reference to, among others, (i) the market price and trading liquidities of the Shares under the prevailing market conditions; (ii) the management's intention to improve the financial position of the Group in light of the latest business performance and financial position of the Group for the year ended 31 March 2023 and the six months ended 30 September 2023; (iii) the fund-raising size intended by the Company and (iv) the reasons for and benefits of proposed Rights Issue as discussed in the section headed "Reasons for the Rights Issue and Use of Proceeds".

As all Qualifying Shareholders are entitled to subscribe for the Rights Shares in the same proportion to his/her/its existing shareholding in the Company held on the Record Date, the Board considers that the discount of the Subscription Price would encourage the Qualifying Shareholders to take up their entitlements to maintain their shareholdings in the Company, thereby minimizing possible dilution impact.

The Board considers that the Subscription Price is fair and reasonable and in the interest of the Company and the Shareholders as a whole, after taking into account the following factors:

- (i) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue are able to sell the nil-paid rights in the market;
- (ii) the Qualifying Shareholders who choose to accept their provisional entitlements in full can maintain their respective existing shareholding interests in the Company after the Rights Issue;
- (iii) the Rights Issue allows the Qualifying Shareholders an opportunity to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company at a discount to the recent closing price; and
- (iv) the Subscription Price represents a discount to the prevailing market price of the Shares to encourage Qualifying Shareholders to participate in the Rights Issue.

The estimated net price per Rights Share after deducting the related expenses of the Rights Issue will be approximately HK\$0.0386.

Basis of provisional allotments

The basis of the provisional allotment shall be one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders as at the close of business on the Record Date.

Acceptance for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing a PAL and lodging the same with a remittance for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

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Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be an Non-Qualifying Shareholder on the Record Date. In order to be registered as members of the Company prior to the close of business on the Record Date, all transfers of the Shares (together with the relevant share certificate(s)) must be lodged with the Registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. (Hong Kong time) on Thursday, 28 December 2023.

Shareholders with their Shares held by a nominee (or held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company and are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date.

Qualifying Shareholders who take up their pro-rata entitlement in full will not suffer any dilution to their interests in the Company. If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Subject to the registration of the Prospectus Documents in accordance with the applicable laws and regulations, the Company will despatch the Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date and will despatch the Prospectus (without the PAL(s)) to the Non-Qualifying Shareholders for their information only.

Rights of Overseas Shareholders

The Prospectus Documents are not intended to be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. If, at the close of business on the Record Date, a Shareholder's address on the Company's register of members is in a place outside Hong Kong, such Shareholder may not be eligible to take part in the Rights Issue.

Based on the register of members of the Company as at the Record Date, there is one Overseas Shareholder holding 780,332,000 Shares representing approximately 34.2% of the total number of issued Shares, whose address on register of members of the Company is in the BVI (the "**BVI Shareholder**")

In compliance with Rule 17.41(1) of the GEM Listing Rules, the Directors have obtained advice from a legal adviser in the British Virgin Islands (the "**BVI**") on whether or not under the laws of the BVI, the Rights Issue could be extended to the BVI Shareholder. The legal adviser to the Company as to the BVI laws is of view that (i) there are no legal restrictions in the BVI which prohibit the BVI Shareholder from receiving the Rights Shares under the Rights Issue; and (ii) there are no requirements of any relevant regulatory body in the BVI that limits the right of the BVI Shareholder to receive the Rights Shares under the Rights Issue. Accordingly, the extension of the Rights Issue to the BVI Shareholder and the offering of the Rights Shares to it will not violate any applicable law or regulations in the BVI. Based upon such advice, the Directors have decided to extend the Rights Issue to the BVI Shareholder, and the BVI Shareholder, being an Overseas Shareholder, shall therefore be a Qualifying Shareholder.

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It is the responsibility of the BVI Shareholder to observe the local legal and regulatory requirements applicable to it for taking up and onward sale (if applicable) of the Rights Shares. It is the responsibility of the Qualifying Shareholders outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself before acquiring any rights to subscribe for the Rights Shares as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connected therewith. Any acceptance of or application for Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. If you are in doubt as to your position, you should consult your own professional advisers. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation and warranty. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

The Company reserves the right to treat as invalid any acceptance of or application for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction.

Arrangement for the Non-Qualifying Shareholders Rights Shares

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in their nil-paid form, to be sold in the market as soon as practicable after dealings in the nil-paid Rights Shares commence, and in any event before the last day for dealings in nil-paid Rights Shares if a premium (net of expenses) can be obtained. Proceeds of each sale, less expenses and stamp duty, of not less than HK\$100 will be paid pro-rata (rounded down to the nearest cent) to the relevant Non-Qualifying Shareholder(s) in Hong Kong dollars. In view of administrative costs, the Company will retain individual amounts of less than HK\$100 for its own benefit.

Any NQS Unsold Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form, will be placed by the Placing Agent at the price at least equal to the Subscription Price under the Placing Arrangement together with the Unsubscribed Rights Shares. Any Unsubscribed Rights Shares and the NQS Unsold Rights Shares remain not placed after completion of the Placing Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. For the nil-paid Rights Shares that were sold as described above and the buyer of such nil-paid Rights Shares who will not take up the entitlement, such Unsubscribed Rights Shares will be subject to the Compensatory Arrangements.

The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Non-Qualifying Shareholders should exercise caution when dealing in the Shares.

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Distribution of the Prospectus Documents

The Prospectus Documents are not intended to be, have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. The Company will only send this Prospectus accompanied by the other Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date. However, to the extent reasonably practicable and legally permitted, the Company will send this Prospectus, for information purposes only, to the Non-Qualifying Shareholders (if any). The Company will not send any PALs to the Non-Qualifying Shareholders (if any).

Distribution of this Prospectus and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents (including, without limitation, Shareholders and beneficial owners of the Shares, agents, custodians, nominees and trustees) should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner of the Shares who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

Receipt of this Prospectus and/or a PAL or the crediting of Nil-paid Rights to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, this Prospectus and/or a PAL must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this Prospectus and/or a PAL or whose stock account in CCASS is credited with Nil-paid Rights should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer the Nil-paid Rights to any person in, into or from, any such jurisdiction. If a PAL or a credit of Nil-paid Rights in CCASS is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL or transfer the Nil-paid Rights in CCASS unless the Company determines that such action would not violate any applicable legal or regulatory requirements.

Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this Prospectus or a PAL in, into or from any such jurisdiction (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

No part of the Prospectus Documents should be published, reproduced, distributed or otherwise made available in whole or in part to any other person without the written consent of the Company.

Beneficial owners of the Shares who reside outside Hong Kong should note that the Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, Nil-paid Rights or fully-paid Rights Shares or to take up any entitlements to Nil-paid Rights or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful.

It is the responsibility of the relevant beneficial owners and/or their respective agents, custodians, nominees or trustees wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including obtaining any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith.

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Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects among themselves and with the Shares in issue at the time. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid by the Company after the date of allotment and issue of the Rights Shares. Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

Fractional entitlements to the Rights Shares

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated and sold by the Company in the open market if a premium (net of expenses) can be obtained. Any of the Rights Shares remain unsold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Procedures for acceptance, splitting of PAL and payment or transfer

A PAL is enclosed with this Prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of the Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PAL, they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by not later than 4:00 p.m. on Monday, 22 January 2024 (or, under bad weather conditions, such later time and/or date as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” in “Expected Timetable” in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “**TRICOR INVESTOR SERVICES LIMITED – A/C NO. 045**” and crossed “**ACCOUNT PAYEE ONLY**”. It should be noted that unless the PAL, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Monday, 22 January 2024, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage. Qualifying Shareholder(s) must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected.

If the Qualifying Shareholders wish to accept only part of their provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or to transfer part or all of their rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:00 p.m. on Friday, 12 January 2024 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection

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from the Registrar at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day following the surrender of the original PAL. This process is commonly referred to as “splitting” of nil-paid Rights Shares. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with a transfer of rights to subscribe for the Rights Shares. The PAL contains the full information regarding the procedures to be followed for Qualifying Shareholders who wish to: (i) accept their provisional allotment in full; (ii) accept only part of their provisional allotment; or (iii) renounce/transfer all or part of their provisional allotment to other party/parties. Qualifying Shareholders are advised to study the procedures set out in the PAL carefully. If any of the conditions of the Rights Issue as set out in the section headed “Conditions of the Rights Issue” in this “Letter from the Board” of this Prospectus is not fulfilled on Monday, 29 January 2024 or such later date as may be considered by the Company, the Rights Issue will not proceed. Under such circumstances, the monies received in respect of application for the Rights Shares will be returned to the relevant applicants or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Thursday, 1 February 2024.

Cheques and cashier orders

All cheques and cashier’s orders accompanying completed PALs will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier’s order in payment for the Rights Shares, whether by a Qualifying Shareholder or any nominated transferee, will constitute a warranty by the applicant that the cheque or the cashier’s order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

Beneficial owners’ instructions to their Intermediary

For beneficial owners whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, if they wish to subscribe for the Rights Shares provisionally allotted to them, or sell their nil-paid Rights Shares or “split” their nil-paid Rights Shares by accepting part of their provisional allotment and selling/transferring the remaining part, they should contact their Intermediary and provide their Intermediary with instructions or make arrangements with their Intermediary in relation to the acceptance, transfer and/or “splitting” of the rights to subscribe for the Rights Shares which have been provisionally allotted to them in respect of the Shares in which they are beneficially interested. Such instructions and the relevant arrangements should be given or made in advance of the relevant dates stated in the “Expected Timetable” in this Prospectus and otherwise in accordance with the requirements of their Intermediary in order to allow their Intermediary sufficient time to ensure that their instructions are given effect. The procedures for acceptance, transfer and/or “splitting” in these cases shall be in accordance with the General Rules of CCASS, the CCASS Operational Procedures and any other applicable requirements of CCASS.

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Share Certificates of the Rights Shares and refund cheques for the Rights Issue

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be sent on or before Thursday, 1 February 2024 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. If the Rights Issue does not become unconditional, refund cheques will be despatched on or before Thursday, 1 February 2024 by ordinary post, at the respective Shareholders' own risk, to their registered addresses.

Odd lot arrangement

In order to facilitate the trading of odd lots (if any) of the Shares, the Company will appoint Imperium International Securities Limited to stand in the market to match the purchase and sale of odd lots of the Shares at the relevant market price, on a best effort basis. Shareholders of odd lots of the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up to a full board lot may contact Mr. Welkin Ho at 3585 8988 during the period from Friday, 2 February 2024 at 9:00 a.m. to Thursday, 22 February 2024 at 4:00 p.m., both days inclusive. Shareholders of the odd lots of the Shares should note that the matching of the sale and purchase of odd lots of the Shares is not guaranteed. Any shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers.

Application for listing of the Rights Shares

The Company has applied to the GEM Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. No part of the share capital of the Company is listed or dealt in or on which listing or permission to deal in is being or is proposed to be sought on any other stock exchange. Dealing in the Rights Shares in both their nil-paid and fully-paid forms which are registered in the register of members of the Company in Hong Kong will be in the board lots of 5,000 Rights Shares and will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

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Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Stamp duty and other applicable fees

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the register of members of the Company in Hong Kong, will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy and any other applicable fees and charges in Hong Kong.

Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Taxation

Qualifying Shareholders are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for the Rights Shares, or about purchasing, holding or disposals of, or dealings in or exercising any rights in relation to the Shares or the Rights Shares, and similarly, the Non-Qualifying Shareholders (if any) as regards their receipt of the net proceeds of sale of the Rights Shares otherwise falling to be issued to them under the Rights Issue under the laws of jurisdictions in which they are liable to taxation. It is emphasised that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

Procedures in respect of Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements

The Company will make arrangements described in Rule 10.31(1)(b) of the GEM Listing Rule to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent Placees for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

The Company therefore appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares after the Latest Time for Acceptance of the Rights Shares to be allotted and issued under the Rights Issue to independent Placees on a best effort basis. Any premium over the Subscription Price for those Rights Shares that is realised will be paid to the No Action Shareholders and Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 6:00 p.m., on Monday, 29 January 2024, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and the NQS Unsold Rights Shares if a premium over the Subscription Price and the expenses of procuring such acquirers (including any related commissions and any other

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related expenses/fees) can be obtained. Any Unsubscribed Rights Shares and the NQS Unsold Rights Shares remain not placed after completion of the Placing Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Unsubscribed Rights Shares and NQS Unsold Rights Shares) to the No Action Shareholders and the Non-Qualifying Shareholders (but rounded down to the nearest cent) as set out below:

- (i) where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL (unless that person is covered by (iii) below);
- (ii) where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS (unless that person is covered by (iii) below); and
- (iii) if the Rights Issue is extended to the Overseas Shareholders and where an entitlement to the Rights Shares was not taken up by such Overseas Shareholders, to that Overseas Shareholders.

It is proposed that Net Gain to any of the No Action Shareholder(s) mentioned in (i) to (iii) above of HK\$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Non-Qualifying Shareholders may or may not receive any Net Gain.

THE PLACING AGREEMENT

On 8 December 2023 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed as agent of the Company (either by itself or through its sub-placing agents) to procure independent Placees, on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares. Details of the Placing Arrangement are as follows:

- Date: 8 December 2023 (after trading hours)
- Parties:
- (i) the Company, as issuer; and
 - (ii) the Placing Agent

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Placing Agent: Silverbricks Securities Company Limited, appointed as the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares on a best effort basis.

As at the Latest Practicable Date, the Placing Agent does not hold any Shares. The Placing Agent and its ultimate beneficial owners are, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, Independent Third Parties. The Placing Agent and its associates do not hold any share of the Company as at the Latest Practicable Date.

Fees and expenses: The commission payable to the Placing Agent shall be 2% of the actual gross proceeds from the subscription of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares.

The Company will pay all out-of-pocket expenses properly and reasonably incurred by the Placing Agent in connection with the Placing (excluding legal and other professional fees and expenses) which the Placing Agent is authorised to deduct from the payment to be made by the Placing Agent to the Company at completion.

Placing price of each of the Unsubscribed Rights Share and/or the NQS Unsold Rights Share (as the case may be): The placing price of each of the Unsubscribed Rights Share and/or the NQS Unsold Rights Share (as the case may be) shall be at least equal to the Subscription Price.

The final price determination is depended on the demand and market conditions of the Unsubscribed Rights Shares and the NQS Unsold Rights during the process of placement.

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- Placees: The Unsubscribed Rights Shares and the NQS Unsold Rights Shares are expected to be placed to placees, who (i) shall be third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with any directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates; and (ii) shall not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 10% or more of the voting rights of the Company upon completion of the Rights Issue, in order to ensure that the Public Float Requirements under Rule 11.23(7) of the GEM Listing Rules be fulfilled by the Company and none of the placees shall be obliged to make a mandatory general offer to the other Shareholders under the Takeovers Code.
- Ranking of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares: The Unsubscribed Rights Shares and the NQS Unsold Rights Shares (when placed, allotted, issued and fully paid) shall rank *pari passu* in all respects among themselves and with the Shares then in issue.
- Termination: If at any time prior to the Latest Time for Termination:
- (i) the Company fails to comply with its obligations under the Placing Agreement; or
 - (ii) the occurrence of any force majeure events; or
 - (iii) any of the warranties of the Company under the Placing Agreement is not, or has ceased to be, true, accurate and not misleading in any respect by reference to the facts subsisting at the time,
- and such matter in the reasonable opinion of the Placing Agent to be material in the context of the Placing Arrangement then the Placing Agent may by giving notice in writing to the Company terminate the Placing Agent's obligation under the Placing Agreement and the Placing Agreement shall be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any antecedent breach thereunder prior to such termination.

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Further, if all the Rights Shares have been taken up by the Qualifying Shareholders and/or the holders of the nil-paid rights on or before the Latest Time for Acceptance, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any antecedent breach thereunder prior to such termination.

Conditions Precedent:

The obligations of the Placing Agent and the Company under the Placing Agreement are conditional upon, among others, the following conditions (the “**Conditions**”) being fulfilled:

- (i) the GEM Listing Committee having granted the listing of, and permission to deal in, the Rights Shares;
- (ii) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained; and
- (iii) the Placing Agreement not having been terminated in accordance with the provisions thereof, including provisions regarding the force majeure events.

The engagement between the Company and the Placing Agent for the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares was determined after arm’s length negotiations between the Placing Agent and the Company. The Directors consider the fee charged by the Placing Agent is no less favourable to the Company than the commission in recent placing transactions and therefore the terms of the Placing Arrangement for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares are on normal commercial terms. The Directors believe that the expenses are typical and ordinary in the marketing of securities.

Given that the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to the Company; (ii) an additional channel of participation in the Rights Issue for independent Qualifying Shareholders and the Non-Qualifying Shareholders; and (iii) a compensatory mechanism for the No Action Shareholders, the Company considers that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interests of the Company’s minority Shareholders.

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Conditions of the Rights Issue

The Rights Issue is conditional upon the fulfillment of each of the following conditions:

- (i) the GEM Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares, in nil-paid and fully-paid forms, by no later than the first day of their dealings;
- (ii) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one duly certified copy of each of the Prospectus Documents (and all other documents required to be attached thereto) as having been approved by resolution of the Board not later than the Prospectus Posting Date and otherwise in compliance with the GEM Listing Rules and the Companies (WUMP) Ordinance; and
- (iii) the posting of the Prospectus Documents to the Qualifying Shareholders and the Prospectus to the Non-Qualifying Shareholders by no later than the Prospectus Posting Date.

The Company shall use all reasonable endeavours to procure the fulfilment of the conditions precedent set out above. None of the conditions set out above can be waived. If the conditions precedent set out in the above paragraphs are not satisfied at or prior to the respective time stipulated therein, the Rights Issue will not proceed.

As at the Latest Practicable Date, none of the conditions above has been satisfied.

As the proposed Rights Issue is subject to the above conditions, it may or may not proceed.

REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS

The Group is principally engaged in (i) the financial services segment; (ii) the cryptocurrency mining segment; and (iii) the horse services segment. As disclosed in the annual report of the Company for the year ended 31 March 2023, cash and cash equivalents of the Group amounted to approximately HK\$66,249,000.

The Promissory Note

The Company issued a Promissory Note to Peak Stand Holdings Limited, which is beneficially owned and controlled by Mr. Cheng Ting Kong, the executive Director and controlling shareholder of the Company, with the principal amount of HK\$219,240,000 with coupon interest of 7% per annum for 3 years on 31 January 2018. The Promissory Note was issued as part of the consideration in relation to the connected and very substantial acquisition of the entire issued share capital of Sun Finance Company Limited. For further details, please refer to the circular of the Company dated 22 December 2017 and the announcements of the Company dated 29 September 2017, 12 January 2018 and 31 January 2018 in relation to the connected and very substantial acquisition. On 28 June 2019, the mature date of the Promissory Note extended from 31 January 2021 to 31 January 2023, with the waiver for all the interest

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accrued and to be accrued on the Promissory Note from 1 January 2019 to 31 January 2023 under the terms of disposal agreement dated 14 February 2019. For further detail, please refer to the circular of the Company dated 6 June 2019 and the announcements of the Company dated 14 February 2019, 28 March 2019, 24 May 2019 and 28 June 2019 in relation to, among other matters, the connected and discloseable disposal. On 31 March 2022, the mature date of the Promissory Note further extended from 31 January 2023 to 31 January 2024, with the coupon interest amended from 7% to 2%. On 31 March 2023, the mature date of the Promissory Note further extended from 31 January 2024 to 31 January 2025, with the coupon interest amended from 2% to 3%. No announcement has been published for the amendment of terms of the Promissory Note on 31 March 2022 and 31 March 2023 as the amendments were conducted on normal commercial terms. As at 31 October 2023, the outstanding principal amount of the Promissory Note was approximately HK\$128,767,000 with the coupon interest of 3% per annum, which will fall due on 31 January 2025. The outstanding interest accrued on the Promissory Note was approximately HK\$2,940,000 as of 31 October 2023 and the future interest to be accrued on the Promissory Note during from 1 November 2023 to 31 January 2025 will be approximately HK\$4,840,000 based on the principal amount of approximately HK\$128,767,000 and the coupon interest of 3% per annum. During the period from 31 January 2018 to 31 October 2023, the Company repaid approximately HK\$101,464,000 for the principal and interest of the Promissory Note. The holder of the Promissory Note has agreed to waive the following amount of outstanding interest when the Company settles part of the principal amount of the Promissory Note by the net proceeds from the Rights Issue within ten (10) Business Days after completion of the Rights Issue and refrain from demanding payment of such outstanding interest before ten (10) Business Days after completion of the Rights Issue or the date when the Rights Issue is terminated, whichever the earlier:

$$I = \text{HK\$}2,940,000 \times 2R/\text{HK\$}128,767,000$$

whereas I is the amount of the outstanding interest of the Promissory Note to be waived; and R is the principal amount of the Promissory Note to be repaid. Assuming that HK\$34.1 million of the net proceeds from the Rights Issue will be utilized to repay the Promissory Note, the interest expenses will be reduced by approximately HK\$2.6 million representing approximately 7.5% of the repayment amount. The interest expenses of approximately HK\$2.6 million to be reduced include approximately HK\$1.6 million of the outstanding Promissory Note interest to be waived (by applying the principal amount of the Promissory Note to be repaid of approximately HK\$34.1 million with the formula above) and approximately HK\$1.0 million future interest expenses from 31 January 2024 to 31 January 2025 to be reduced (by applying the principal amount of the Promissory Note to be repaid of approximately HK\$34.1 million with the coupon interest of 3% per annum). Indeed, after the repayment of the Promissory Note using the net proceeds, the outstanding interest accrued on the Promissory Note will decrease by approximately HK\$1.6 million, or 55.2%, from approximately HK\$2.9 million to HK\$1.3 million. Based on the unaudited financial position attached in the interim report of the Company dated 14 November 2023 the cash balance of the Company as at 30 September 2023 was approximately HK\$57.4 million and the Company's current ratio stands at approximately 1.41 times. If the Promissory Note was to be classified as current liabilities on 31 January 2024, and assuming all other figures remain unchanged, the Company's current ratio would decrease to approximately 0.65 times. Set out below is the sensitivity analysis if the actual proceed from the Rights Issue for the settlement of the Promissory Note is less than HK\$34.1 million.

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	Actual proceed from the Rights Issue for the settlement of the Promissory Note (HK\$ million)	Outstanding Promissory Note interest to be waived	Future interest expenses from 31 January 2024 to 31 January 2025 to be reduced (HK\$ million)	Total interest expenses to be reduced (HK\$ million)
-0%	34.1	1.6	1.0	2.6
-5%	32.4	1.5	1.0	2.5
-10%	30.7	1.4	0.9	2.3
-20%	27.3	1.2	0.8	2.1

Except the abovementioned waiver of outstanding interest from the settlement by the net proceeds from the Rights Issue, the holder of the Promissory Note has no intention to waive the outstanding interest as at the Latest Practicable Date.

After the Board considered (i) the future reduction in interest expenses, representing 7.5% of the repayment amount, (ii) the potential negative impact on the Company's financial position as the Promissory Note will be classified as current liabilities on 31 January 2024, (iii) the necessary cash balance for the Group to sustain business operations, and (iv) the enhancement of cash flow to support the new business ventures the Group, the Board proposed to allocate approximately HK\$34.1 million from the net proceeds for the repayment of the Promissory Note.

Revolving Loan Facilities

The Company published an announcement on 22 December 2023 regarding to enter into the subscription agreement and the facility agreement with Infinity Technology International Limited. Infinity Technology International Limited is a company incorporated in Hong Kong with limited liability and is principally engaged in the production and sales of portable electronic appliances and home appliances, such as power banks, smart phone accessories and Bluetooth devices, across Hong Kong, the Macau Special Administrative Region and Taiwan. Fuxi Holdings Limited, an indirect wholly-owned subsidiary of the Company, has agreed to subscribe 51% of the entire share capital of Infinity Technology International Limited with the consideration of approximately HK\$10,400. Upon completion of the subscription, Fuxi Holdings Limited, as lender, agreed to grant to Infinity Technology International Limited, as borrower, the loan facilities up to HK\$5 million. The loan under the facilities does not carry any interest. If as at the end of any quarter, the cash and cash equivalents of Infinity Technology International Limited exceed its current liabilities by more than HK\$2 million, Infinity Technology International Limited shall repay such amount in excess of HK\$2 million to Fuxi Holdings Limited within one (1) month from the end of such quarter until the loan under the facilities are fully repaid. Subject to the above case, any outstanding balance of the loan under the facilities shall be repaid in full on the repayment day, which is the day immediately before the third anniversary of the date of the facility agreement. Infinity Technology International Limited may prepay any outstanding balance of the loan under the facilities before the repayment date. The completion

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of the subscription of shares in Infinity Technology International Limited and the granting of loan facilities is expected to take place before end of January. The purpose of the loan facilities is for the financing of the business operations of Infinity Technology International Limited including but not limited to the settlement of the suppliers' or the service providers' invoices. As at December 2023, Infinity Technology International Limited holds four bank loans with a total outstanding balance of approximately HK\$7 million. After considering the indebtedness status and the operation needs of Infinity Technology International Limited, the Board considered such loan facilities are required. The Board and the Company have no experience in running the business of Infinity Technology International Limited. The Board considered that the expansion of the business of Infinity Technology International Limited will allow the Group to expand into new market segments and diversify its business portfolio, thereby broadening the Group's reach and income streams. For further details, please refer to the announcement of the Company dated 22 December 2023 in relation to the major transaction of the proposed share subscription and the granting of revolving loan facilities. After the Board considered (i) the scale of the subscription and loan facilities to be lent to Infinity Technology International Limited, and (ii) the Group's expansion into new market segments and diversification of its business portfolio, which broaden the Group's reach and income streams if the proposed subscription and the granting of the loan facilities materializes, the Board proposed to apply HK\$5 million from the net proceeds for the development of the abovementioned new business. In the case that the proposed transaction terminated or lapsed, the HK\$5 million from the net proceeds will be applied for the repayment of the Promissory Note. In the case that the Rights Issue is under-subscribed and the actual proceeds for the subscription is less than HK\$5 million, the Company will proceed this transaction with cash inflow from the businesses of the Group. Other than Infinity Technology International Limited, as at the Latest Practicable Date, the Company has not identified, negotiated or signed any agreement for the new business venture. As at the date of this Prospectus, the Company has no intention to downsize, sell or reduce the operation or scale of its existing business.

Therefore, the estimated net proceeds from the Rights Issue (after deducting the estimated expenses and assuming the Rights Shares are fully subscribed) will be approximately HK\$44.1 million and intend to apply the net proceeds in the following order:

- (i) HK\$5 million for developing new business of production and sales of portable electronic appliances and home appliances as announced 8 November 2023;
- (ii) HK\$5 million of the net proceeds as working capital of the Group including but not limited to directors' fees, salary and the head office rental; and
- (iii) the remaining balance of the net proceeds of approximately HK\$34.1 million for the repayment of the Promissory Note.

In line with the aforesaid financial information and business objectives, the Company intends to utilize the net proceeds from the Rights Issue for early repayment of Promissory Note to (i) minimize financial costs by reducing the interest accrual, (ii) reduce the interest expenses as part of the current outstanding interest will be waived because of the early repayment of Promissory Note, and (iii) improve the cash flow for contributing to the new business to be entered by the Group or further business opportunities and working capital of the Group. In the event that there is an undersubscription of the Right Issue and Placing, the net proceeds of the Rights Issue and Placing will be allocated and utilised

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in the order as set out above. The Board considers it is prudent and in the interests of the Company and the Shareholders as a whole to raise additional funds for the early repayment of Promissory Note and developing the new business. On the other hand, the Board considers that the Rights Issue would allow all Qualifying Shareholders to participate in the future development of the Company and at the same time offer more flexibility to the Qualifying Shareholders to choose whether to maintain, increase or decrease their respective pro rata shareholdings in the Company by taking up only their respective rights entitlement, acquiring additional rights entitlement or disposing of their rights entitlements in the open market (subject to availability). The Board also considers that since each Qualifying Shareholder will be given equal and fair opportunity to maintain their pro rata shareholding interests in the Company through the Rights Issue, the additional work which may be required to prepare for and administer the excess application arrangement (such as printing excess application forms and incurring professional fees to process and handle the excess applications) may not be justified. In addition, given that the Company has put in place the Compensatory Arrangements as required by Rule 10.31(1)(b) of the GEM Listing Rules, details of which are set out in the paragraph headed “Procedures in respect of Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements” in this Prospectus, there will be no excess application arrangements in relation to the Rights Issue. In light of the above, the Board believes that it is fair and reasonable and in the interests of the Company and the Shareholders as a whole not to offer any excess application to the Qualifying Shareholders. In view of the above, the Board considers that raising funds by way of the Rights Issue is more cost effective, efficient and beneficial to the Company and the Shareholders as a whole as compared to raising fund by other means.

FUND RAISING ACTIVITY OF THE COMPANY FOR THE PAST TWELVE MONTHS

The Company has not conducted any other equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

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SHAREHOLDING STRUCTURES

Set out below is the shareholding structure of the Company, assuming there is no further issue or repurchase of Shares before completion of the Rights Issue other than the allotment and issue of the Rights Shares pursuant to the Rights Issue, (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue assuming full acceptance by the Qualifying Shareholders; and (iii) immediately after completion of the Rights Issue assuming nil acceptance by the Qualifying Shareholders and all the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent.

	As at the Latest Practicable Date		Immediately after completion of the Rights Issue, assuming full acceptance by all the Qualifying Shareholders		Immediately after completion of the Rights Issue, assuming nil acceptance by the Qualifying Shareholders and all the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent		Immediately after completion of the Rights Issue, assuming nil acceptance by the Qualifying Shareholders and all the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent subject to scale-down of subscriptions to avoid the unwitting triggering of the obligation to make a general offer under the Takeovers Code		Immediately after completion of the Rights Issue, assuming nil acceptance by the Qualifying Shareholders and all the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent subject to the scale-down to avoid non-compliance of Public Float Requirement	
	Number of Shares		Number of Shares		Number of Shares		Number of Shares		Number of Shares	
		%		%		%		%		%
Fresh Success Investments Limited										
(Note 1)	1,437,914,040	62.95%	2,156,871,060	62.95%	1,437,914,040	41.97%	1,437,914,040	44.07%	1,437,914,040	42.48%
Public shareholders:										
Independent placees (Note 2)	-	-	-	-	1,142,127,384	33.33%	978,700,000.00	29.99%	1,101,000,000	32.52%
Other public Shareholders	846,340,728	37.05%	1,269,511,092	37.05%	846,340,728	24.70%	846,340,728	25.94%	846,340,728	25.00%
	<u>2,284,254,768</u>	<u>100%</u>	<u>3,426,382,152</u>	<u>100%</u>	<u>3,426,382,152</u>	<u>100%</u>	<u>3,262,954,768</u>	<u>100.00%</u>	<u>3,385,254,768</u>	<u>100.00%</u>

Notes:

- (1) Fresh Success Investments Limited is beneficially owned as to 90% by Mr. Cheng Ting Kong. Accordingly, Mr. Cheng Ting Kong is deemed under the SFO to be interested in the 1,437,914,040 shares beneficially owned by Fresh Success Investments Limited.
- (2) The independent placees are subject to scale-down of subscriptions to avoid the unwitting triggering of the obligation to make a general offer under the Takeovers Code so that the independent placees will not hold 30% or more of the total number of issued Shares and avoid non-compliance of Public Float Requirement, all applications for the Rights Shares will be made on the basis that the applications are to be scaled-down by the Company to a level which (a) does not trigger the obligation to make a general offer under the Takeovers Code on the part of the applicant or parties acting in concert with him/her/it, and/or (b) does not result in the non-compliance of the Public Float Requirement on the part of the Company. The Company will comply with the Public Float Requirement and ensure that the Company will maintain a minimum public float of 25% of the total number of issued Shares at all times.

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Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Issue.

GEM LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the date of the Prospectus, and the Rights Issue will not increase the issued share capital of the Company by more than 50%, the Rights Issue is not subject to the approval of the Shareholders at a general meeting pursuant to Rule 10.29(1) of the GEM Listing Rules.

The Company has not conducted any rights issue, open offer and/or specific mandate placing within the 12-month period immediately preceding the Latest Practicable Date, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities within such 12-month period. The Rights Issue, with reference to Rule 10.44A of the GEM Listing Rules, does not result in a theoretical dilution effect of 25% or more on its own.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Prospectus.

For and on behalf of the Board
Imperium Financial Group Limited
Cheng Ting Kong
Chairman

1. SUMMARY OF FINANCIAL INFORMATION

The audited financial information of the Company are disclosed in the annual reports of the Company for the years ended 31 March 2021 (page 52 to 168), 2022 (page 51 to 170) and 2023 (page 47 to 162), which are published on 1 August 2021, 31 July 2022 and 3 July 2023 respectively. The unaudited financial information of the Company are disclosed in the interim report of the Company for the six months ended 30 September 2023 (pages 3 to 24), which is published on 14 November 2023. The above mentioned financial information is available on the website of the Company at www.8029.hk and the website of the Stock Exchange at www.hkexnews.hk:

- (a) the annual report of the Company for the year ended 31 March 2021 in relation to the financial information of the Group for the same year (<https://www1.hkexnews.hk/listedco/listconews/gem/2021/0801/2021080100161.pdf>);
- (b) the annual report of the Company for the year ended 31 March 2022 in relation to the financial information of the Group for the same year (<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0731/2022073100087.pdf>);
- (c) the annual report of the Company for the year ended 31 March 2023 in relation to the financial information of the Group for the same year (<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0703/2023070300011.pdf>); and
- (d) the Interim Report for the six months ended 30 September 2023 published on 14 November 2023 in relation to the financial information of the Group for the same period (<https://www1.hkexnews.hk/listedco/listconews/gem/2023/1114/2023111400533.pdf>).

2. STATEMENT OF INDEBTEDNESS

Borrowings

The Group's borrowings are principally applied by the Group for working capital purposes. As at 30 November 2023, being the latest practicable date prior to the printing of this Prospectus and for the purpose of this indebtedness statement, the Group had total outstanding unsecured and unguaranteed borrowings of approximately HK\$127.7 million, including (i) interest bearing promissory note of HK\$127.7 million. (ii) Lease liabilities of HK\$3.4 million

Save as disclosed above, there was no material change in the indebtedness of the Group from 30 November 2023 up to the Latest Practicable Date.

Contingent liabilities

No contingent liabilities were made for the Group as at close of business on 31 March 2023.

Disclaimers

Save as disclosed above and apart from intra-group liabilities, at the close of business on 31 March 2023, the Group did not have any outstanding loan capital, debt securities and term loan issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, finance lease or hire purchase commitments, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

After taking into account the present internal financial resources as well as the available banking facilities, and in the absence of unforeseen circumstances, our Directors are of the opinion that the Group has sufficient working capital for its present requirements, that is for at least the next twelve months from the date of this Prospectus, after the completion of the Rights Issue.

4. MATERIAL ADVERSE CHANGES

The Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 March 2023, being the date to which the latest published audited consolidated financial statements of the Group were made up, and up to and including the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in money lending, securities and futures brokerage, assets management services, properties investment, investment in stallions and cryptocurrency mining.

The Group recorded revenue of approximately HK\$11,508,000 for the six months ended 30 September 2023, an increase of 5.05% when compared to the corresponding period in the last fiscal year. Revenue generated from financial services has decreased by approximately HK\$4.5 million while revenue generated from cryptocurrency business has increased by approximately HK\$4.5 million for the six months ended 30 September 2023. While the performance of equine services and properties investment are stable.

The Group recorded a loss of approximately HK\$3.6 million for the six months ended 30 September 2023, representing a decrease of approximately HK\$35.3 million as compared with the loss of approximately HK\$38.9 million for the six months ended 30 September 2022, which is mainly due to (i) the insurance claim under other operating income and (ii) the dramatic drop of impairment loss in respect of cryptocurrency during the period.

Given the relaxation of the COVID-19 measures in China and Hong Kong, the reopening of the borders of China and Hong Kong, the expected end of the massive interest rate hikes and the recovery of the market sentiment in the stock market in Hong Kong in 2023, trading volume of the Hong Kong stock market and the number of IPOs will improve and the Securities Business will recover together with the market. The Group will adopt a more proactive approach and build on its ability to provide high quality services in the securities market to both individual and corporate clients for its Securities Business.

Furthermore, the Group was previously engaged in the investment immigration business until the suspension of the investment immigration scheme in January 2015. As announced by the Financial Secretary of the Hong Kong government in the 2023-2024 Budget, a new Capital Investment Entrant Scheme will be introduced. With the borders opening up across the world and the prevalence of investment immigration, the Group intends to resume its operations in this market and will leverage on its previous experience in order to diversify its income stream. This will allow the Group to widen its financial services business into advising potential clients on investment immigration schemes and broaden its customer base.

Following the grant of the licenses for virtual asset trading platforms, the Group is also considering cooperating with these platforms to leverage the strengths of the Group in the areas of financial services and cryptocurrencies.

The Group would continue to use its best endeavor to improve the efficiency and effectiveness of the operation. Moreover, the Board would seek opportunities to establish strategic alliance to accelerate the growth of its businesses, to rebalance its business portfolio and to strengthen its financial position so as to create value for shareholders.

1. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

Capitalised terms used herein shall have the same meanings as defined in the Prospectus unless the context requires otherwise. The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company (the “**Unaudited Pro Forma Financial Information**”) which has been prepared by the Directors in accordance with paragraph 7.31 of the GEM Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants to illustrate the effect of the Rights Issue on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2023 as if the Rights Issue had taken place on that date.

The Unaudited Pro Forma Financial Information has been prepared by the Directors for illustrative purposes only, based on the judgements and assumptions of the Directors, and because of its hypothetical nature, may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company had the Rights Issue been completed as at 30 September 2023 or at any future date.

The Unaudited Pro Forma Financial Information is prepared based on the unaudited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 30 September 2023, as extracted from the published interim results announcement of the Group for the six months ended 30 September 2023, after incorporating the unaudited pro forma adjustments as described below:

	Unaudited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 30 September 2023	Unaudited estimated net proceeds from the Rights Issue	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2023
	<i>(Note 1)</i> HK\$'000	<i>(Note 2)</i> HK\$'000	<i>(Note 3)</i> HK\$'000
	(43,588)	44,085	497
Unaudited consolidated net tangible liabilities of the Group per existing Share as at 30 September 2023 before completion of the Rights Issue <i>(Note 4)</i>			(HK\$0.01908)
Unaudited pro forma adjusted consolidated net tangible assets of the Group per adjusted share immediately after completion of the Rights Issue <i>(Note 5)</i>			HK\$0.00015

Notes:

1. The unaudited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 30 September 2023 is extracted from the unaudited consolidated net liabilities of the Group attributable to owners of the Company as at 30 September 2023 of approximately HK\$39,157,000 as adjusted by exclusion of intangible assets of approximately HK\$4,431,000 as shown in the interim results announcement of the Group for the period ended 30 September 2023.
2. The estimated net proceeds from the Rights Issue are based on 1,142,127,384 Rights Shares at the Subscription Price of HK\$0.04 per Rights Share, after deducting all necessary estimated expenses of approximately HK\$1.6 million which are directly attributable to the Rights Issue.
3. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company after the completion of the Rights Issue represents the unaudited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 30 September 2023 plus the estimated net proceeds from the Rights Issue as set out in note 2 above, as appropriate.
4. The unaudited consolidated net tangible liabilities per existing Share before completion of the Rights Issue is determined based on the amount as disclosed in note 1 above, divided by 2,284,254,768 existing shares immediately before completion of the Right Issue.
5. The unaudited pro forma adjusted consolidated net tangible assets per adjusted share immediately after completion of the Right Issue is determined based on the amount as disclosed in note 3 above, divided by 3,426,382,152 adjusted shares assuming that the Rights Issue had been completed on 30 September 2023.
6. No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group to reflect any trading results or other transactions of the Group entered into subsequent to 30 September 2023.

2. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

TO THE DIRECTORS OF IMPERIUM FINANCIAL GROUP LIMITED

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of the Company and its subsidiaries (collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The unaudited pro forma financial information (the “Unaudited Pro Forma Financial Information”) consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2023 as set out on pages II-1 to II-2 of the Prospectus. The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages II-1 to II-2 of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Rights Issue on the Group’s consolidated net tangible assets attributable to owners of the Company as at 30 September 2023 as if the Rights Issue had taken place at 30 September 2023. As part of this process, information about the Group’s consolidated net tangible assets has been extracted by the Directors from the Group’s unaudited condensed consolidated financial statements for the six months ended 30 September 2023, on which an interim results announcement has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the GEM Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus”, issued by the HKICPA. This standard requires that the reporting accountant complies with ethical requirements and plans and performs procedures to obtain reasonable assurance about whether the directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the GEM Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in an investment circular is solely to illustrate the impact of a significant event or transaction on the unadjusted financial information of the Group as if the event or transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Rights Issue at 30 September 2023 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and

- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 7.31(1) of the GEM Rules.

D & PARTNERS CPA LIMITED*Certified Public Accountants*

Hong Kong, 8 January 2024

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

2. SHARE CAPITAL AND OPTIONS

(a) Share capital

Assuming there is no change in the issued share capital of the Company from the Latest Practicable Date to completion of the Rights Issue and full acceptance of the Rights Shares, the authorised and issued share capital of the Company as at the Latest Practicable Date were, and immediately following completion of the Rights Issue will be, as follows:

(I) As at the Latest Practicable Date

	Number of Shares '000	Nominal value of ordinary Shares HK\$'000
<i>Authorised:</i>		
Ordinary Shares of HK\$0.04each	40,000,000	1,600,000
<i>Issued and fully paid:</i>		
Ordinary Shares of HK\$0.04each	2,284,254.8	91,370.2

(II) *Immediately following the completion of the Rights Issue (assuming no change in the number of issued Shares and full acceptance of Rights Shares by all Qualifying Shareholders or all Unsubscribed Rights Shares and NQS Unsold Rights Shares have been placed by the Placing Agent)*

	Number of Shares '000	Nominal value of ordinary Shares HK\$'000
<i>Authorised:</i>		
Shares of HK\$0.04 each	40,000,000	1,600,000
<i>Issued and fully paid:</i>		
Shares of HK\$0.04 each	2,284,254.8	91,370.2
Rights Shares to be issued pursuant to the Rights Issue of HK\$0.04 each	1,142,127.4	45,685.1
Shares in issue immediately after completion of the Rights Issue	<u>3,426,382.2</u>	<u>137,055.3</u>

All the issued Shares are fully paid and rank *pari passu* with each other in all respects including the rights as to voting, dividends and return of capital. The Rights Shares to be allotted and issued will, when issued and fully paid, rank *pari passu* in all respects with the existing Shares in issue on the date of allotment of the Rights Shares in fully-paid form.

The Company has applied to the GEM Listing Committee for the listing of and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, the Company had no outstanding warrants, options or convertible securities in issue or other similar rights which confer any right to convert into or subscribe for Shares and there was no share or loan capital of any member of the Group which was under option, or agreed conditionally or unconditionally to be put under option. Furthermore, as at the Latest Practicable Date, there were no arrangements under which future dividends are waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS

(a) Director's and chief executive's interests in the Company

As at the Latest Practicable Date, the interests and short positions of the Directors and Chief Executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as required, pursuant to Rules 5.46 to 5.66 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Name of Shareholder	Capacity/nature of interest	Number of Shares held/ interested in	Approximate percentage of shareholding
Mr. Cheng Ting Kong (Note1)	Interest of a controlled corporation	1,437,914,040	62.95%

Note:

1. These ordinary shares are held by Fresh Success Investment Limited. Fresh Success Investment Limited is beneficially owned as to 90% by Mr. Cheng Ting Kong.

Save as disclosed above, the Board is not aware of (i) any other person who had any interests or short positions in the Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be required to be recorded in the register kept by the Company under section 336 of the SFO, nor (ii) any Director who was an employee or director of any substantial Shareholder as at the Latest Practicable Date.

(b) Substantial shareholders' interests and short positions in the Shares and underlying Shares of the Company

As at the Latest Practicable Date, so far as known to any Director or chief executive of the Company, shareholders (other than a Director or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company as recorded in the register that was required to be kept pursuant to Section 336 of Part XV of the SFO were as follows:

Long position in the shares of the Company

Name of Shareholder	Capacity/nature of interest	Number of Shares held/interested in	Approximate percentage of shareholding
Fresh Success Investment Limited (<i>Note 1</i>)	Beneficial owner	1,437,914,040	62.95%
Cheng Ting Kong (<i>Note 1</i>)	Interest of a controlled corporation	1,437,914,040	62.95%
Raywell Holdings Limited (<i>Note 2</i>)	Beneficial owner	135,430,000	5.93%
Yeung Hak Kan (<i>Note 2</i>)	Interest of a controlled corporation	135,430,000	5.93%

Note:

1. Fresh Success Investment Limited is beneficially owned by as to 90% Mr. Cheng Ting Kong. Accordingly, Mr. Cheng Ting Kong is deemed under the SFO to be interested in the 1,437,914,000 shares beneficially owned by Fresh Success Investment Limited.
2. Raywell Holdings Limited is wholly and beneficially owned by Mr. Yeung Hak Kan. Accordingly, Mr. Yeung Hak Kan is deemed under the SFO to be interested in the 135,430,000 shares beneficially owned by Raywell Holdings Limited.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware of any interests or short positions owned by any persons (other than the Directors or chief executives of the Company) in the shares or underlying shares of the Company which were required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under Section 336 of Part XV of the SFO.

4. DIRECTORS' INTERESTS IN CONTRACT AND ASSET

As at the Latest Practicable Date, none of the Directors, directly or indirectly, had any interest in any assets which had since 31 March 2023 (being the date to which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to the Group, or were proposed to be acquired or disposed of by or leased to the Group. As at the Latest Practicable Date, none of the Directors was materially interested in any subsisting contract or arrangement which is significant in relation to the business of the Group.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which will not expire or be determinable by the Group within one year without payment of compensation, other than statutory compensation.

6. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, so far as the Directors are aware of, none of the Directors or any of their respective associates had any interest in business which competes or may compete, whether directly or indirectly, with the business of the Group or had any other conflict which any person has or may have with the Group pursuant to the GEM Listing Rules.

7. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, claim or arbitration of material importance and there was no litigation, claim or arbitration of material importance known to the Directors to be pending or threatened against any member of the Group.

8. MATERIAL CONTRACT

The following material contract (not being contracts in the ordinary course of business) has been entered into by members of the Group within the two years preceding the date of this Prospectus and up to the Latest Practicable Date and is or may be material:

- (i) the Placing Agreement.

9. EXPERT AND CONSENT

The following are the qualification of the expert who has been named in this Prospectus or have given opinions, letters or advices contained in this Prospectus:

Name	Qualification
D & Partners CPA Limited	Certified Public Accountant

As at the Latest Practicable Date, the above expert had no shareholding, directly or indirectly, in the Company or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in the Company.

As at the Latest Practicable Date, the above expert had no interest, direct or indirect, in the promotion of, or in any assets which since 31 March 2023, the date to which the latest published audited financial statements of the Company were made up, have been acquired or disposed of by or leased to, the Company, or are proposed to be acquired or disposed of by or leased to the Company.

As at the Latest Practicable Date, the above expert had given and had not withdrawn their written consent to the issue of this Prospectus, with the inclusion of the references to their name and/or their opinion or report in the form and context in which they are included.

10. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Executive Directors	Mr. Cheng Ting Kong Ms. Cheng Mei Ching Mr. Chim Tak Lai
Independent non-executive Directors	Mr. Chan Tin Lup, Trevor Mr. Tou Kin Chuen Mr. Hong Haiji
Authorised representatives	Mr. Cheng Ting Kong Room 03, 26/F One Harbour Square No. 181 Hoi Bun Road Kwun Tong Hong Kong Ms. Cheng Mei Ching Room 03, 26/F One Harbour Square No. 181 Hoi Bun Road Kwun Tong Hong Kong

Company secretary	Ms. Yeung Man Wah
Registered office	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Principal place of business in Hong Kong	Room 03, 26/F One Harbour Square No. 181 Hoi Bun Road Kwun Tong Hong Kong
Principal share registrar and transfer office in Cayman Islands	Suntera (Cayman) Limited Suite 3204, Unit 2A, Block 3, Building D, P.O. Box 1586, Gardenia Court, Camana Bay, Grand Cayman, KY1-1100, Cayman Islands
Branch share registrar and transfer office in Hong Kong	Tricor Tengis Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Principal bankers	Bank of Communications (Hong Kong) Limited National Australia Bank Limited Bank of China (Hong Kong) Limited DBS Bank (Hong Kong) Limited Hang Seng Bank Limited The Hongkong and Shanghai Banking Corporation Limited
Auditors	HLB Hodgson Impey Cheng Limited 31/F., Gloucester Tower, The Landmark 11 Pedder Street, Central, Hong Kong
Independent reporting accountant	D & Partners CPA Limited 2201, 22/F, West Exchange Tower, 322 Des Voeux Rd Central, Sheung Wan
Stock code	8029
Company's website	www.8029.hk

Placing Agent to the Company	Silverbricks Securities Company Limited Rooms 1004-1006, 10/F. China Merchants Tower Shun Tak Centre 168-200 Connaught Road Central Sheung Wan Hong Kong
Legal advisers to the Company	<i>As to Hong Kong laws:</i> Michael Li & Co. 19/F., Prosperity Tower No. 39 Queen's Road Central Central, Hong Kong <i>As to Cayman Islands laws:</i> Conyers Dill & Pearman 29/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong <i>As to BVI laws:</i> Conyers Dill & Pearman 29/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong

11. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

Executive Directors

Mr. Cheng Ting Kong, aged 48, was appointed as the Chairman and Executive Director on 5 July 2013. Mr. Cheng is also the chairman and Executive Director of Imperium Technology Group Limited (Stock code: 776), a company listed on the main board of the Stock Exchange. Mr. Cheng has extensive experience in corporate management and investment. Prior to his appointment as the Chairman and the Executive Director, Mr. Cheng was the senior manager of the Company.

Ms. Cheng Mei Ching, aged 41, holds a bachelors degree in commerce (marketing and advertising) from Curtin University of Technology in Perth, Western Australia. Ms. Cheng has over the past adopted a pragmatic and proactive management approach; and delivered solid performance in various areas, in particular corporate management and internal control.

Mr. Chim Tak Lai, aged 40, obtained a Bachelor of Art degree of in Business Economics from the University of Hertfordshire in 2006. Mr. Chim joined the Group as senior accountant in March 2016. Since September 2020, Mr. Chim is the financial controller of the Group and his primary responsibilities is to oversee all financial accounting operations, including group reporting, budgeting, audit, treasury function, consolidation and financial reporting.

Independent non-executive Directors

Mr. Tou Kin Chuen, aged 46, is the Independent Non-executive Director of the Company and Suncity Group Holdings Limited (Stock code: 1383), is the principal of Roger K.C. Tou & Co., Mr. Tou graduated from the Hong Kong Shue Yan University with a Honours Diploma in Accounting in 2001. He is experienced in audit, taxation, company secretarial, insolvency and finance for over 20 years. Mr. Tou is a member of the Hong Kong Institute of Certified Public Accountants and an associate of the Taxation Institute of Hong Kong.

Mr. Chan Tin Lup, Trevor, aged 63, has been in the legal field for over 26 years. He received his law degree from the University of London and his Postgraduate Diploma in Legal Practice from the University of Wolverhampton with commendation. Mr. Chan has been an Independent Non-executive Director of National Arts Group Holdings Limited (Stock Code: 8228), a company registered in Bermuda and the shares of which are listed on the GEM of The Stock Exchange of Hong Kong Limited, from 13 May 2009 to 1 July 2018.

Mr. Hong Haiji, aged 28, obtained a bachelor of science degree in management from Bayes Business School (formerly known as Cass Business School), City, University of London in the United Kingdom in July 2018 and a masters of science degree in finance from the University of Edinburgh in Scotland in November 2019. Prior to joining the Group, Mr. Hong worked as an operation specialist at Saiqun Network Technology Co., Ltd. from February 2020 to December 2020 and Boge Network Technology Co., Ltd. from January 2021 to December 2022, respectively.

Audit committee

The audit committee of the Company (the “**Audit Committee**”) consists of three independent non-executive Directors, namely Mr. Tou Kin Chuen, Mr. Chan Tin Lup, Trevor and Mr. Hong Haiji. Mr. Tou Kin Chuen is the chairman of the Audit Committee. The duties of the Audit Committee include, among others, (a) making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor; (b) reviewing the Company’s financial statements, the annual report and accounts, the half-year report and significant financial reporting judgments contained therein; and (c) reviewing the financial controls, internal control and risk management systems.

Company Secretary

Ms. Yeung Man Wah, a senior manager of Maks Secretarial Services Limited. Ms. Yeung holds a Bachelor of Business Administration with Honors in Accounting from City University of Hong Kong. Ms. Yeung is a certified practising accountant of Hong Kong Institute of Certified Public Accountants. She has extensive experience in providing company secretarial services and auditing.

Business address of the Directors and senior management

The business address of the Directors and senior management is the same as the Company's principal place of business in Hong Kong at Room 03, 26/F One Harbour Square No. 181 Hoi Bun Road Kwun Tong Hong Kong.

12. EXPENSES

The expenses in connection with the Rights Issue and the Placing Arrangement, including professional fees, printing, registration, translation, legal and accounting fees, are estimated to be approximately HK\$1.6 million in maximum, and are payable by the Company.

13. MISCELLANEOUS

- (i) The company secretary of the Company is Ms. Yeung Man Wah.
- (ii) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (iii) As at the Latest Practicable Date, the Company has no significant exposure to foreign exchange liabilities.
- (iv) As at the Latest Practicable Date, save as disclosed elsewhere in this Prospectus, there was no material contract for the hire or hire purchase of plant to or by any member of the Group for a period of over a year which is substantial in relation to the Group's business.
- (v) The English text of the Prospectus Documents shall prevail over the respective Chinese text in the case of inconsistency.

14. LEGAL EFFECT

This Prospectus, the PAL and all acceptances of any offer or application contained in such documents, are governed by and shall be construed in accordance with the laws of Hong Kong.

15. BINDING EFFECT

This Prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

16. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents and the written consent as referred to under the paragraph headed “9. Expert and Consent” in this appendix III, have been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (WUMP) Ordinance.

17. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.8029.hk) for 14 days from the date of this Prospectus:

- (i) the letter issued by the independent reporting accountant regarding the unaudited pro forma financial information of the Company as set out in appendix II of this Prospectus;
- (ii) the written consent referred to in the paragraph headed “9. Expert and Consent” in this appendix; and
- (iii) the material contract referred to in the paragraph headed “8. Material contract” in this appendix.