THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your Shares in WT Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank manager, 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).

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This circular appears for information only and does not constitute an invitation or offer to Shareholders or any other persons to acquire, purchase, or subscribe for securities of the Company.

WT GROUP HOLDINGS LIMITED
WT 集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8422)

PROPOSED RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARES FOR EVERY ONE SHARE HELD ON THE RECORD DATE AND NOTICE OF EGM

Independent Financial Adviser to the Independent Board Committee and Independent Shareholders

Vinco Financial Limited

Placing Agent to the Company

Suncorp Securities Limited

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

A letter from the Board is set out on pages 11 to 35 of this circular and a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on pages 36 to 37 of this circular. A letter from the Independent Financial Adviser containing its recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 38 to 64 of this circular.

It should be noted that the Shares will be dealt in on an ex-rights basis from Friday, 12 June 2026. Dealings in the Rights Shares in nil-paid form are expected to take place from Thursday, 25 June 2026 to Friday, 3 July 2026 (both days inclusive). If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any person contemplating dealing in the nil-paid Rights Shares during the period from Thursday, 25 June 2026 to Friday, 3 July 2026 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

A notice convening the EGM to be held at Portion 2, 12/F, the Center, 99 Queen's Road Central, Hong Kong at 11:00 a.m. on Wednesday, 10 June 2026 is set out on pages EGM-1 to EGM-4 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit it with Tricor Investor Services Limited, the branch share registrar of WT Group Holdings Limited in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting (i.e. 11:00 a.m. on Monday, 8 June 2026, Hong Kong time) or any adjournment thereof.

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 circular. 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 or transferees of nil-paid Rights Shares will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

18 May 2026

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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In this circular, unless the context otherwise requires, the following expressions have the following meaning:

"Announcement"	the announcement of the Company dated 20 March 2026 in relation to, among other things, the Rights Issue and the Placing Agreement
"associate(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Board"	the board of Directors
"Business Day(s)"	a day (excluding Saturday and Sunday and any day on which "extreme conditions" the government of Hong Kong announces in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage caused by super typhoons according to the revised "Code of Practice in Times of Typhoons and Rainstorms" issued by the Labour Department 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
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Company"	WT Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM of the Stock Exchange (stock code: 8422) on 28 December 2017
"Company (WUMP) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong
"Compensatory Arrangements"	placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares by the Placing Agent on a best effort basis pursuant to the Placing Agreement in accordance with Rule 10.26(2) of the GEM Listing Rules

"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"controlling shareholder(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"EGM"	an extraordinary general meeting of the Company to be held and convened to consider and approve the Rights Issue, and the transactions contemplated thereunder
"ES Unsold Rights Share(s)"	the Rights Share(s) which would otherwise has/have been provisionally allotted to the Excluded Shareholder(s) in nil-paid form that has/have not been sold by the Company
"Excluded Shareholder(s)"	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Shares 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
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing on GEM
"General Rules of HKSCC"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC 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
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Independent Board Committee"	an independent board committee of the Company comprising all the independent non-executive Directors, which has been established under the GEM Listing Rules to advise the Independent Shareholders in respect of the Rights Issue
"Independent Financial Adviser" or "Vinco Financial"	Vinco Financial Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue
"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)"	person(s) who is(are) third party(ies) independent of the Company and connected persons of the Company
"Last Trading Day"	Friday, 20 March 2026, being the last trading day of the Shares on the Stock Exchange immediately before the release of the Announcement
"Latest Placing Date"	Monday, 20 July 2026 or such later date as the Company and the Placing Agent may agree in writing, being the latest date for the Placing Agent to place the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares
"Latest Placing Time"	4:00 p.m. on the Latest Placing Date
"Latest Practicable Date"	14 May 2026, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein
"Latest Time for Acceptance"	4:00 p.m. on Wednesday, 8 July 2026, being the latest time for acceptance of the offer of and payment for the Rights Shares
"Long Stop Date"	Monday, 20 July 2026 or such later date as may be agreed between the Placing Agent and the Company in writing

"Net Gain"	Any premiums paid by the placees over the Subscription Price for the Unsubscribed Rights Shares and the ES Unsold Rights Shares placed by the Placing Agent under the Compensatory Arrangements
"No Action Shareholders"	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renouncees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed
"Overseas Letter"	a letter from the Company to the Excluded Shareholders explaining the circumstances in which the Excluded Shareholders are not permitted to participate in the Rights Issue
"Overseas Shareholder(s)"	Shareholder(s) with registered address(es) (as shown on the register of members of the Company on the Record Date) which is(are) outside Hong Kong
"PAL(s)"	the provisional allotment letter(s) proposed 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 not be the Shareholder(s) and shall be the Independent Third Party(ies), procured by the Placing Agent and/or its sub-placing agent(s), who and whose ultimate beneficial owners shall not be the Shareholder(s) and shall be the Independent Third Party(ies), to subscribe for any of the Unsubscribed Rights Shares and the ES Unsold Rights Shares pursuant to the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement)

"Placing"	the offer by way of private placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares by the Placing Agent and/or its sub-placing agent(s), who and whose ultimate beneficial owners shall not be the Shareholder(s) and shall be the Independent Third Party(ies), to the Placee(s) during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement)
"Placing Agent"	Suncorp Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO, being the placing agent appointed by the Company to place any Unsubscribed Rights Shares and the ES Unsold Rights Shares under the Compensatory Arrangements in accordance with Rule 10.26(2) of the GEM Listing Rules
"Placing Agreement"	the placing agreement dated 20 March 2026 and entered into between the Company and the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares to the Placee(s) on a best effort basis
"Placing Arrangement"	the placing arrangement for the Unsubscribed Rights Shares and the ES Unsold Rights Shares as described in the section headed "The Placing Agreement" in this circular
"Placing Period"	a period commencing from the second Business Day after the date of announcement of the number of Unsubscribed Rights Shares and the ES Unsold Rights Shares, which is expected to be Wednesday, 15 July 2026, and ending at the Latest Placing Time
"PRC"	the People's Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Prospectus"	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
"Prospectus Documents"	the Prospectus and PAL

"Prospectus Posting Date"	Tuesday, 23 June 2026, or such other date as the Company may determine, being the date of despatch of the Prospectus Documents
"Qualifying Shareholder(s)"	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date, other than the Excluded Shareholder(s)
"Record Date"	Monday, 22 June 2026 or such other date as may be determined by the Company, being the date for determining entitlements of Shareholders to participate in the Rights Issue
"Registrar"	Tricor Investor Services Limited
"Rights Issue"	the proposed issue of the Rights Shares by way of rights on the basis of two (2) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date at the Subscription Price pursuant to the Prospectus Documents
"Rights Share(s)"	Up to 240,000,000 new Shares proposed to be allotted and issued by the Company to the Qualifying Shareholders for subscription pursuant to the Rights Issue, assuming no further issue of new Share(s) and no repurchase of Share(s) on or before the Record Date
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	share(s) of HK$0.10 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"	HK$0.10 per Rights Share
"Substantial Shareholder(s)"	has the meaning ascribed to it under the GEM Listing Rules

"Supplemental Placing Agreement"	the supplemental placing agreement dated 27 April 2026 entered into between the Company and the Placing Agent to amend and supplement certain terms and conditions of the Placing Agreement
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers
"Unsubscribed Rights Shares"	Rights Shares that are not subscribed by the Qualifying Shareholders
"%"	per cent

Set out below is the expected timetable for the Rights Issue which is indicative only and has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled:

Event	**2026**
Latest time for lodging transfers of Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Thursday, 4 June
Closure of register of members of the Company for attending the EGM (both days inclusive)	Friday, 5 June to Wednesday, 10 June
Latest time for lodging forms of proxy for the purpose of the EGM	11:00 a.m. on Monday, 8 June
Record date for determining attendance and voting at the EGM	Wednesday, 10 June
Expected date and time of the EGM	**11:00 a.m. on Wednesday, 10 June**
Announcement of poll results of the EGM	**Wednesday, 10 June**
Last day of dealings in Shares on a cum-rights basis	Thursday, 11 June
First day of dealings in Shares on an ex-rights basis	Friday, 12 June
Latest time for the Shareholders to lodge transfer of Shares in order to qualify for the Rights Issue	4:30 p.m. on Monday, 15 June
Closure of register of members of the Company for the Rights Issue (both days inclusive)	Tuesday, 16 June to Monday, 22 June
Record Date for determining entitlements to the Rights Issue	Monday, 22 June
Register of members of the Company re-opens	Tuesday, 23 June
Despatch of Prospectus Documents	Tuesday, 23 June
First day of dealings in nil-paid Rights Shares	Thursday, 25 June
Latest time for splitting of PAL(s)	4:30 p.m. on Monday, 29 June
Last day of dealings in nil-paid Rights Shares	Friday, 3 July
Latest time for acceptance of and payment for the Rights Shares	**4:00 p.m. on Wednesday, 8 July**

Announcement of the number of Unsubscribed Rights Shares and the ES Unsold Rights Shares subject to the Compensatory Arrangements	Monday, 13 July
Commencement of placing of Unsubscribed Rights Shares and the ES Unsold Rights Shares by the Placing Agent	Wednesday, 15 July
Latest time of placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares by the Placing Agent	4:00 p.m. on Monday, 20 July
Latest time for the Rights Issue and placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares to become unconditional	4:00 p.m. on Monday, 20 July
Announcement of results of the Rights Issue (including results of the placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares and the amount of the Net Gain per Unsubscribed Rights Share and per ES Unsold Rights Share under the Compensatory Arrangements)	Wednesday, 22 July
Refund cheques, if any, to be despatched (if the Rights Issue does not proceed)	Thursday, 23 July
Certificates for fully paid Rights Shares to be despatched	Thursday, 23 July
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Friday, 24 July
Designated broker starts to stand in the market to provide matching services for odd lots of Shares	Friday, 24 July
Last day for the designated broker to provide for odd lot matching services for odd lots of Shares	Monday, 17 August
Payment of Net Gain to relevant No Action Shareholders (if any) or Excluded Shareholders (if any)	Tuesday, 18 August

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

The expected timetable is subject to change, and any such change will be further announced by the Company 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:

1. there is a tropical cyclone warning signal no. 8 or above;

2. "extreme conditions" the government of Hong Kong announces in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage caused by super typhoons according to the revised "Code of Practice in Times of Typhoons and Rainstorms" issued by the Labour Department of Hong Kong; or

3. a "black" rainstorm warning

   (a) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or

   (b) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance 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. Announcement will be made by the Company in such event.

WT GROUP HOLDINGS LIMITED
WT 集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8422)

Executive Director:
Ms. Wong Mei Chun

Independent non-executive Directors:
Ms. Chan Sin Wa Carrie
Ms. Li Cangyu
Mr. Yu Tat Chi Michael

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Tai Kok Tsui, Kowloon
Hong Kong

18 May 2026

To: the Qualifying Shareholders and, for information purpose only, the Excluded Shareholders

Dear Sir or Madam,

PROPOSED RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARES FOR EVERY ONE SHARE HELD ON THE RECORD DATE AND NOTICE OF EGM

INTRODUCTION

Reference is made to the Announcement, in relation to, among other matters, the Rights Issue. On 20 March 2026, the Company proposed to raise up to approximately HK$24.0 million on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date by issuing 240,000,000 Rights Shares at the Subscription Price of HK$0.10 per Rights Share (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the Record Date). The Subscription Price is payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, when a renouncee of any

provisional allotment of the Rights Shares or a transferee of nil-paid Rights Shares applies for the Rights Shares. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Excluded Shareholders.

The purpose of this circular 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 Board proposed to raise up to approximately HK$24.0 million on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date by issuing 240,000,000 Rights Shares at the Subscription Price of HK$0.10 per Rights Share (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the Record Date).

Further details of the Rights Issue are set out below:

Issue statistics

Basis of the Rights Issue	:	Two (2) Rights Shares for every one (1) Share held at the close of business on the Record Date
Subscription Price	:	HK$0.10 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	120,000,000 Shares
Number of Rights Shares	:	Up to 240,000,000 Rights Shares with an aggregate nominal value of HK$24.0 million, assuming no further issue of new Share(s) and no repurchase of Share(s) on or before the Record Date
Number of issued shares of the Company upon completion of the Rights Issue	:	Up to 360,000,000 Shares, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date
Gross proceeds to be raised	:	Up to HK$24.0 million before expenses, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date
Net proceeds to be raised	:	Up to approximately HK$22.5 million after expenses, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date

The Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

The nil-paid Rights Shares proposed to be provisionally allotted pursuant to the terms of the Rights Issue represents 200.00% of the Company's issued share capital as at the Latest Practicable Date and approximately 66.7% of the Company's issued share capital as enlarged by the allotment and issue of the Rights Shares immediately after completion of the Rights Issue assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before completion of the Rights Issue.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. There will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 10.31(1)(a) of the GEM Listing Rules. 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 placees under the Compensatory Arrangements. Any Unsubscribed Rights Shares or ES 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.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of 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 to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which (i) 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; and (ii) does not cause the Company failing to meet the public float requirement under Rule 11.23(7) of the GEM Listing Rules.

As at the Latest Practicable Date, the Company has no substantial shareholder as defined under the GEM Listing Rules and accordingly has not received any information or irrevocable undertaking from any substantial shareholder of the Company of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue.

Subscription Price

The Subscription Price for the Rights Shares is HK$0.10 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, when a renouncee of any provisional allotment of the Rights Shares or a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

(a) a discount of approximately 9.91% to the closing price of HK$0.111 per Share as quoted on the Stock Exchange on the Last Trading Day;

(b) a discount of approximately 44.75% to the closing price of HK$0.181 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(c) a discount of approximately 10.39% to the average of the closing prices of approximately HK$0.1116 per Share based on the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;

(d) a discount of approximately 3.57% to the theoretical ex-rights price of approximately HK$0.1037 per Share based on the closing price of HK$0.111 per Share as quoted on the Stock Exchange on the Last Trading Day;

(e) a discount of approximately 12.74% to the average of the closing prices of approximately HK$0.1146 per Share based on the closing prices of the Shares as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day;

(f) theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) represented by a discount of approximately 6.58%, based on the theoretical diluted price of approximately HK$0.1037 per Share to the benchmarked price of approximately HK$0.111 per Share, taking into account the higher of (i) the closing price of approximately HK$0.111 per Share as quoted on the Stock Exchange on the Last Trading Day and (ii) the average of the closing prices of approximately HK$0.1108 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days prior to the date of the Announcement; and

(g) a discount of approximately 64.79% to the unaudited net asset value per Share as at 31 December 2025 of approximately HK$0.2840.

The Subscription Price was determined by the Company with reference to, among other things, (i) the recent market price of the Shares that fluctuated at between HK$0.083 per Share and HK$0.187 per Share for the one year period up to the date of the Announcement in which

the trading liquidity of the Shares were thin that the average daily trading volume of the Shares during the period was below 1% of the total number of issued Shares, (ii) the prevailing market conditions, (iii) the average discount of the subscription price to the closing price on the respective last trading day as disclosed by 18 companies listed on the Stock Exchange (the "Comparable Cases" as listed below) (include the outliers and they are exhaustive) in recent proposed rights issue in the market three months prior to the Announcement of around 29.27%, and (iv) the amount of funds and capital needs and the reasons for the Rights Issue as discussed in the section headed "REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS" in this circular. 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 so as to maintain their proportionate interests in the Company and participate in the future growth of the Group.

Table 1: Details of the Comparable Cases

Date of announcement	Company name	Stock code	Basis of entitlement	Maximum dilution on the shareholding *(Note 2)* %	Premium/(discount) of subscription price per rights issue share over the closing price per share on the last trading day prior to announcement of rights issue %	Premium/ (discount) of subscription price per rights issue share over/ to the net asset value per share *(Note 3)* %	Theoretical dilution effect *(Note 4)* %	Placing commission *(Note 5)* %	Minimum placing commission HK$
30-Dec-25	Wanjia Group Holdings Limited	401	1 for 1	50.00	(31.62)	(33.33)	(15.81)	2.00	No
2-Jan-26	HKC International Holdings Limited	248	1 for 2	33.33	(25.50)	(79.10)	(8.50)	N/A	No
13-Jan-26	EPI (Holdings) Limited	689	2 for 1	66.67	(17.10)	(76.88)	(14.38)	N/A	No
14-Jan-26	Jutal Offshore Oil Services Limited	3303	1 for 6	14.29	(69.23)	(85.13)	(9.92)	1.00	No
14-Jan-26	Anchorstone Holdings Limited	1592	4 for 1	80.00	(42.86)	N/A	(24.00)	1.25	No
15-Jan-26	Shanghai International Shanghai Growth Investment Limited	770	3 for 8	27.27	(60.00)	(47.44)	(16.33)	1.00	No
26-Jan-26	Kwan On Holdings Limited	1559	1 for 2	33.33	(17.65)	79.09	(5.88)	N/A	No
27-Jan-26	Pacific Legend Group Limited	8547	1 for 2	33.33	26.58	4.09	(4.60)	2.00	No
29-Jan-26	Add New Energy Investment Holdings Group Limited	2623	1 for 2	33.33	(37.66)	65.57	(12.55)	N/A	No
4-Feb-26	Ta Yang Group Holdings Limited	1991	2 for 1	66.67	(2.44)	297.69 *(Note 6)*	(4.80)	N/A	No
6-Feb-26	WLS HOLDINGS LIMITED	8021	1 for 1	50.00	(40.00)	(77.10)	(21.60)	2.50	No
11-Feb-26	NIU Holdings Limited	8619	2 for 1	66.67	(33.50)	(92.70)	(24.00)	1.00	15,000 85,000 *(Note 7)*
16-Feb-26	Mindtell Technology Limited	8611	1 for 1	50.00	(40.60)	3,900.00 *(Note 6)*	(21.70)	2.00	No
16-Feb-26	Xinming China Holdings Limited	2699	6 for 1	85.71	(20.00)	N/A	(17.14)	2.00	No
5-Mar-26	Madison Holdings Group Limited	8057	3 for 2	60.00	(40.00)	(79.83)	(24.00)	2.00	No
6-Mar-26	Kingland Group Holdings Limited	1751	1 for 3	25.00	–	2,157.10 *(Note 6)*	(1.00)	3.00	250,000
9-Mar-26	Hang Pin Living Technology Company Limited	1682	1 for 1	50.00	(27.97)	(22.73)	(13.98)	1.00	No
19-Mar-26	i.century Holding Limited	8507	1 for 1	50.00	(47.37)	1.22	(23.68)	Refer to Note 8	400,000
	Maximum			85.71	26.58	79.09 (exclude outliers)	(1.00)	3.00	
	Minimum			14.29	(69.23)	(92.70) (exclude outliers)	(24.00)	1.00	
	Average			48.64	(29.27)	(34.17) (exclude outliers)	(14.66)	1.73	
	Median			50.00	(32.56)	(47.44) (exclude outliers)	(15.10)	2.00	
	Company	**8422**	**2 for 1**	**66.67**	**(9.91)**	**(64.79)**	**(6.58)**	**3.00**	**No**

Source: the website of the Stock Exchange (www.hkexnews.com.hk)

Notes:

1. Information shown in the above table has been extracted from the relevant announcements or circulars of the rights issue of the respective Comparable Cases, where applicable.

2. The potential maximum dilution effect of each rights issue is calculated as number of rights shares issued or to be issued under the basis of entitlement divided by the total number of shares as enlarged by the rights issue according to their respective basis of entitlements and assuming all rights shares have been/will be allotted and issued times 100%.

3. The net asset value (the "**NAV**") per share is calculated based on the latest published net asset value of the subject company and total number of shares in issue as at the date of the respective announcement. "N/A" denotes that the NAV of the relevant Comparable Cases that has net liabilities according to its latest published audited/unaudited consolidated financial statements.

4. The theoretical dilution effect is calculated in accordance with Rule 7.27B of the Rules Governing the Listing of Securities on the Stock Exchange or Rule 10.44A of the GEM Listing Rules, or extracted from announcement, circular or prospectus in respect of the Comparable Cases.

5. "N/A" denotes that the subject rights issue was conducted without the involvement of any placing.

6. Ta Yang Group Holdings Limited (stock code: 1991), Mindtell Technology Limited (stock code: 8611) and Kingland Group Holdings Limited (stock code: 1751) are considered as outliers due to the significant premium of subscription price per rights issue share over the net asset value per share.

7. Pursuant to the announcement issued by NIU Holdings Limited (stock code: 8619) on 11 February 2026 in relation to its proposed rights issue, the company shall pay to the placing agent a non-refundable fee of HK$15,000 within three business days upon execution of the placing agreement. Subject to the satisfaction of the conditions of the placing, the company shall pay to the placing agent a placing commission of HK$85,000 or 1% of the gross placing proceeds, whichever is higher.

8. Pursuant to the announcement issued by i.century Holding Limited (stock code: 8507) on 19 March 2026 in relation to its proposed rights issue, the commission payable to the placing agent shall be HK$400,000, a fixed amount rather than a commission rate.

Given that (i) it is a common market practice to set the subscription price at a discount to the prevailing market prices of the relevant shares in order to increase the attractiveness and encouraging shareholders to participate in a rights issue as to meet the companies' need for additional funding; and (ii) the proposed discount of the Subscription Price to the closing price per Share as quoted on the Stock Exchange on the Last Trading Day of approximately 9.91% is below the average discount of approximately 29.27% represented by the Comparable Cases, (iii) the closing price of the Shares ranged between HK$0.083 to HK$0.187 per Share and the Shares traded at a discount to the net asset value per Share (i.e. approximately HK$0.2840 as at 31 December 2025) on 246 out of 246 trading days, representing approximately 100.00% of the one year period up to the date of the Announcement, (iv) the Subscription Price represents a discount of approximately 64.79% to the consolidated unaudited net asset value per Share as at 31 December 2025, which is within the range of the Comparable Cases (exclude the outliers) ranging from a discount of 92.70% to a premium of 79.09%, (v) the thin liquidity of the Shares as mentioned before may suggest that investors might not value the Shares solely based on the Group's net assets and (vi) the theoretical dilution effect on the existing shareholders of approximately 6.58% is under the average dilution effect represented by the Comparable Cases of approximately 14.66%, the Directors (including the members of the Independent Board Committee whose opinion is set forth in the circular of the Company after having been advised by Independent Financial Advisor) is of the view that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The public float requirements under the GEM Listing Rules shall be fulfilled by the Company at all times. The Company will take all appropriate steps to ensure that sufficient public float be maintained at all times in compliance with Rule 11.23(7) of the GEM Listing Rules.

The Directors (including the members of the Independent Board Committee whose opinion is set forth in the circular of the Company after having been advised by Independent Financial Advisor) consider that, despite any potential dilution impact of the Rights Issue on the shareholding interests of the Shareholders, the terms and structure of the Rights Issue are fair and reasonable and in the interests 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; and (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 relatively low price as compared to the recent market price of the Shares.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted upon completion of the Rights Issue. The possible maximum dilution to shareholdings of those Qualifying Shareholders who do not subscribe to the Rights Issue is approximately 66.7%. The theoretical dilution effect of the Rights Issue is approximately 6.58% which is below 25% as required under Rule 10.44A of the GEM Listing Rules.

The Directors (including the members of the Independent Board Committee whose opinion is set forth in the circular of the Company after having been advised by Independent Financial Advisor) are of the view that the terms and structure of the Rights Issue are fair and reasonable and in the interests of the Company and the Shareholders, and that all Qualifying Shareholders are treated equally. The net price per Rights Share (i.e. the Subscription Price less cost and expenses incurred in the Rights Issue) is estimated to be approximately HK$0.094, if fully subscribed.

Basis of provisional allotments

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

The PAL relating to the Rights Shares in printed form will be sent to the Qualifying Shareholders by post. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

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 at the close of business on the Record Date and not be an Excluded Shareholder.

In order to be registered as members of the Company at the close of business on the Record Date, a Shareholder must lodge the relevant transfer(s) of Share(s) (together with the relevant share certificates) with the Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 15 June 2026.

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.

Shareholders with their Shares held by a nominee (or held in CCASS) 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. For investors whose Shares are held by a nominee (or held in CCASS) and would like to have their names registered on the register of members of the Company, they must lodge all necessary documents with the Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 15 June 2026.

The Qualifying Shareholders who take up their pro-rata entitlement in full will not experience 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.**

Rights of Overseas Shareholders (if any)

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue as explained below.

The Company will make enquiry regarding the legal restrictions under the laws of the relevant overseas places and the requirements of the relevant regulatory body or stock exchange pursuant to Rule 17.41(1) of the GEM Listing Rules. Based on the register of members of the Company as at the Latest Practicable Date, there was no Overseas Shareholder with registered addresses situated outside of Hong Kong. If, based on the legal opinions to be provided by the legal advisers to the Company, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the place(s) of their registered address(es) or the requirements of the relevant

regulatory body(ies) or stock exchange(s) in such place(s), the Rights Issue will not be extended to such Overseas Shareholders. The basis for excluding the Excluded Shareholders, if any, from the Rights Issue will be set out in the Prospectus to be issued.

The Company will send the Prospectus to the Excluded Shareholders (if any) for their information only, but will not send any PAL to them.

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Excluded Shareholders, to be sold in the market in their nil-paid form during the period from Thursday, 25 June 2026 to Friday, 3 July 2026 if a premium (net of expenses) can be obtained. The proceeds from such sale, less expenses, of more than HK$100 will be paid on pro-rata basis to the relevant Excluded Shareholders.

In view of administrative costs, the Company will retain individual amounts of HK$100 or less for its own benefit.

Any unsold Rights Shares, which would otherwise have been provisionally allotted to the Excluded 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 ES 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.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

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, Overseas Shareholders should exercise caution when dealing in the Shares.

Status of Rights Shares

The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects among themselves and with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid, on or after the record date of which is after the date of allotment of the Rights Shares in their fully-paid form. 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.

Fractions of the Rights Shares

On the basis of provisional allotment of two (2) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue.

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

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, the Company must make arrangements to dispose of the Unsubscribed Rights Shares and the ES Unsold Rights Shares by offering the Unsubscribed Rights Shares and the ES Unsold Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the rights. 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 ES Unsold Rights Shares after the Latest Time for Acceptance to independent placees on a best effort basis, and any premium over the Subscription Price for those Rights Shares that is realised will be paid to the No Action Shareholders and Excluded Shareholders on a pro-rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m. on Monday, 20 July 2026, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and the ES Unsold Rights Shares at a price not less than the Subscription Price.

Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Unsubscribed Rights Shares and ES Unsold Rights Shares) to the No Action Shareholders and the Excluded 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), by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for;

(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), by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for;

(iii) if the Rights Issue is extended to the Overseas Shareholders (if any) and where an entitlement to the Rights Shares was not taken up by such Overseas Shareholders, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for. But for those Excluded Shareholders, by reference to their shareholdings in the Company on the Record Date.

It is proposed that Net Gain to any of the No Action Shareholder(s) mentioned in (i) to (iii) above which is in an amount 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. No Action Shareholders and the Excluded Shareholders may or may not receive any Net Gain.

THE PLACING AGREEMENT

On 20 March 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, on 27 April 2026, parties entered in to the Supplemental Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to procure Placee(s), on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares. Details of the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) are as follows:

Date	:	20 March 2026 (after trading hours)
Issuer	:	the Company
Placing Agent	:	Suncorp Securities Limited was appointed as the Placing Agent to procure, on a best effort basis, Placees to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares. The Placing Agent confirmed that it is independent of and not connected with the Company and its connected persons or any of their respective associates.
Placing price of the Unsubscribed Rights Shares and/or and the ES Unsold Rights Shares	:	The placing price of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares shall be not less than the Subscription Price. The final price determination is depended on the demand and market conditions of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares during the process of placement.

Commission	:	3.0% of the amount which is equal to the placing price multiplied by the Unsubscribed Rights Shares and ES Unsold Rights Shares that have been successfully placed by the Placing Agent pursuant to the terms of the Placing Agreement. The commission is not payable by the Company to the Placing Agent if the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) has not become unconditional or is otherwise terminated in accordance with its terms.
Placees	:	The Unsubscribed Rights Shares and the ES Unsold Rights Shares are expected to be placed to the Placee(s) who and whose ultimate beneficial owner(s) shall not be the Shareholder(s) and shall be the Independent Third Party(ies). The Placing Agent will use its best endeavour to procure that (i) the Placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (ii) the Company will continue to comply with the public float requirement under Rule 11.23(7) of the GEM Listing Rules upon completion of the Placing and the Right Issue.
Ranking of Unsubscribed Rights Shares and the ES Unsold Rights Shares	:	Unsubscribed Rights Shares and the ES 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.
Conditions Precedent	:	The obligations of the Placing Agent and the Company under the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) are conditional upon, among others, the following conditions being fulfilled (or being waived by the Placing Agent in writing, if applicable): (i) the GEM Listing Committee of the Stock Exchange having granted the listing of, and the permission to deal in, the Rights Shares;

(ii) none of the representations, warranties or undertakings contained in the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion; and

(iii) the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) not having been terminated in accordance with the provisions thereof. The Placing Agent may, in its absolute discretion, waive the fulfillment of all or any part of the conditions precedent to the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) (other than those set out in paragraph (i) above) by notice in writing to the Company

As at the Latest Practicable Date, none of the condition above has been waived.

Termination : The Placing Arrangement (as amended and supplemented by the Supplemental Placing Agreement) shall end on Monday, 20 July 2026 or any other date by mutual written agreement between the Placing Agent and the Company.

The engagement of the Placing Agent may also be terminated by Placing Agent in case of force majeure resulting in the Company and the Placing Agent being unable to fulfill its duties and responsibilities under the engagement. However, if during the course of the engagement it has come to the Placing Agent's knowledge that there is any material adverse change in the business and operational environment in the Company which, in the sole opinion of the Placing Agent, may make it inadvisable to continue the engagement, the Placing Agent shall have the right to terminate the engagement by written notice to the Company with immediate effect.

Placing Completion : Completion is expected to take place within five Business Days after publication of an announcement by the Company of the number of the Unsubscribed Rights Shares and the ES Unsold Rights Shares under the Compensatory Arrangements and upon fulfilment or waiver (as the case may be) of the conditions precedent to the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) or such other date as the Company and the Placing Agent may agree in writing.

The Company shall use its best endeavours to procure the fulfilment of such conditions precedent to the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) by the Long Stop Date. If any of the conditions precedent to the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) have not been fulfilled by the Long Stop Date or become incapable of being fulfilled (subject to the Placing Agent not exercising its rights to waive or extend the time for fulfilment of such conditions), then the Placing will lapse and all rights, obligations and liabilities of the Company and the Placing Agent in relation to the Placing shall cease and determine, save in respect of any accrued rights or obligations under the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) or antecedent breach thereof.

The Placing Agent confirmed that it is independent of and not connected with the Company and its connected person and not a connected person of the Company. The engagement between the Company and the Placing Agent for the Unsubscribed Rights Shares and ES Unsold Rights Shares was determined after arm's length negotiation between the Company and the Placing Agent and is on normal commercial terms with reference to the market comparables, the existing financial position of the Group, the size of the Rights Issue, and the current and expected market condition. The basis of the placing commission of the Rights Issue was determined with reference to, (i) the market comparables as illustrated in Table 1 above; (ii) the gross proceeds of the Rights Issue of up to approximately HK$24.0 million; (iii) the existing financial position of the Group; and (iv) the trading liquidity of the Shares.

As illustrated in Table 1 above, the placing commission rate of the Comparables Cases ranged from approximately 1.0% to 3.0% with an average commission rate of approximately 1.73% and median commission rate of approximately 2.0%. The placing commission of the Rights Issue falls within the range. In addition, the average daily trading volume of the Shares for the one year period up to the date of the Announcement was below 1% of the total number of issued Shares. Due to uncertainty in the subscription level of the Rights Issue, the Directors are of the view that a higher placing commission rate is required to motivate the Placing Agent to procure Placees to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares, especially taking into account the Group incurred a net loss for the year ended 30 June 2025 and the thin trading volume of the Shares. The Directors consider that the terms of Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) for the Unsubscribed Rights Shares and ES Unsold Rights Shares (including the commission payable) are on normal commercial terms, fair and reasonable.

Given that the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Rights Shares and the ES Unsold Rights Shares to the Company; and (ii) a compensatory mechanism for No Action Shareholders and the Excluded Shareholders, the Directors consider that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of the Company's minority Shareholders.

Application for listing

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue. The nil-paid Rights Shares shall have the same board lot size as the Shares, i.e. 10,000 Shares in one board lot. 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.

Rights Shares will be eligible for admission in CCASS

Subject to the granting of the approval for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, 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 their respective commencement dates of dealings on the Stock Exchange or such other dates as determined by HKSCC.

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 HKSCC and HKSCC Operational Procedures in effect from time to time. 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.

Stamp duty and other applicable fees

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

Taxation

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

Share certificates and refund cheques for the Rights Issue

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully paid Rights Shares are expected to be posted on or before Thursday, 23 July 2026 by ordinary post to the allottees, at their own risk, to their registered addresses. Each Shareholder will receive one share certificate for all allotted Rights Shares.

Conditions of the Rights Issue

The Rights Issue is conditional upon:

(a) the passing by more than 50% of the votes cast by the Independent Shareholders by way of poll at the EGM of the necessary resolution(s) to approve the Rights Issue, and the transactions contemplated thereunder to be effective in compliance with the GEM Listing Rules (including but not limited to the allotment and issue of the Rights Shares in their nil-paid and fully paid forms) by no later than the Prospectus Posting Date;

(b) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, all the Rights Shares (in their nil-paid and fully-paid forms);

(c) the electronic delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively, of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolutions of the Directors (and all other documents required to be attached thereto) in compliance with the Companies (WUMP) Ordinance and the GEM Listing Rules by no later than the Prospectus Posting Date; and

(d) following registration, the posting of the Prospectus Documents to Qualifying Shareholders, the posting of the Prospectus and the Overseas Letter to the Excluded Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue, and the publication of the Prospectus Documents on the website of the Stock Exchange on or before the Prospectus Posting Date.

The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions by the respective dates specified above.

None of the above conditions precedent can be waived. If any of the above conditions are not satisfied by the respective dates set out above (or such later date as the Company may determine), the Rights Issue will not proceed. As at the Latest Practicable Date, none of the above conditions precedent has been fulfilled or waived.

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

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any), the Company has appointed the Placing Agent 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 during the period from Friday, 24 July 2026 to Monday, 17 August 2026 (both days inclusive). 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 Suncorp Securities Limited at Room 2305, 23/F, The Centre, 99 Queen's Road Central, Hong Kong or at telephone number (852) 3899 1810 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period. Shareholders should note that matching of the sale and purchase of odd lots of the Shares is on a best effort basis and successful matching of the sale and purchase of such odd lots is not guaranteed.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date, the Company has 120,000,000 Shares in issue. On the assumption that there is no change in the shareholding structure of the Company from the Latest Practicable Date to completion of the Rights Issue other than the allotment and issue of Rights Shares pursuant to the Rights Issue, the table below depicts, for illustrative purposes only, the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately upon completion of the Rights Issue assuming full acceptance of the Rights Shares by the existing Shareholders; and (iii) immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and all Unsubscribed Rights Shares and ES Unsold Rights Shares have been placed by the Placing Agent:

	As at the Latest Practicable Date		**Immediately upon completion of the Rights Issue assuming full acceptance of the Rights Shares by the existing Shareholders**		**Immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and all Unsubscribed Rights Shares and ES Unsold Rights Shares have been placed by the Placing Agent**	
	Number of Shares	*Approximate percentage (%)*	*Number of Shares*	*Approximate percentage (%)*	*Number of Shares*	*Approximate percentage (%)*
Public Shareholders						
– Zhao Xue Mei	8,999,000	7.49	26,997,000	7.49	8,999,000	2.50
– Other	111,001,000	92.51	333,003,000	92.51	111,001,000	30.83
Independent placees	–	–	–	–	240,000,000	66.67
Total	120,000,000	100.00	360,000,000	100.00	360,000,000	100.00

Note: The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.

As at the Latest Practicable Date, the Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

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.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is principally engaged in the provision of specialised works and general building works as a contractor in Hong Kong, through its operating subsidiaries. The Group undertakes specialised works including foundation and site formation works, demolition works and ground investigation field works. The Group also undertakes general building works including superstructure building works, slope maintenance works, hoarding works, alteration and addition works, other miscellaneous renovation and construction works.

The Group secure its projects generally either through tenders by invitation or quotations which are non-recurring in nature. Its pricing is determined based on a cost-plus pricing model in general with mark-up determined on a project-by-project basis. With the experienced and professional management team, established relationship with the customers and suppliers as well as the Group's commitment to maintain high safety and working standard, the Group currently undertook 7 projects with aggregate contract sum of approximately HK$121.1 million. Other than the 7 projects, the Group also commenced a project in relation to modification works of landfill restoration facilities with contract sum of HK$64.0 million at the initial stage.

It is the normal business practice the Group have to pay the start-up costs such as the purchase of surety bonds and insurances, costs of major construction materials, subcontracting fees, staff costs, machinery rental, site utilities, site office cost and other site set-up costs. Prior to receiving payment from the customer, the cash flow requirement at the initial stage of the projects could constrain the number of projects that the Group could take under the then available resources. The Group's customers make the first payment around three to four months after the commencement of the projects and the Group would therefore incur net cash outflows of almost 40% of the contract sum at an early stage of carrying out the works. Furthermore, since the customer generally settles the progress payments after the issue of progress certificate certified by the architects appointed by itself, the progress payments from the customer will not always be paid to the Company on time and in full and the Group may experience a mismatch of the cash flow when there is any timing difference between making payments to the suppliers and subcontractors and receiving payments from the customers. After considering, including but not limited to, the cash and cash equivalent of the Group as at 28 February 2026 amounted to approximately HK$14.9 million has been reserved for funding the current 7 projects with aggregate contract sum of approximately HK$121.1 million and the funding needs for the newly commenced project with contract sum of HK$64.0 million at the initial stage, the Board considers that the Company has an imminent funding need to conduct the Rights Issue.

Apart from the Rights Issue, the Board has considered other means of fund-raising alternatives before resolving to the Rights Issue, including but not limited to debt financing, and equity fund raising such as placing of new shares and open offer. The Board considers that debt financing may not be achievable on favourable terms or may require pledge of non-current assets which will hinder the Group's flexibility, and debt financing is subject to repayment obligations. For instance, the Group may not be able to apply proceeds from debt financing with major assets included current assets, such as cash and cash equivalents, contract assets and accounts receivable. It is more favourable for the Group to adopt equity fund raising to expand its

business and broaden its income stream than debt financing. The Board notes that debt financing would also result in additional interest burden of the Company and create pressure on its liquidity. As regards other equity fund raising means, fund-raising scale of placing of new shares would be relatively small as compared to a rights issue and it would not allow the Qualifying Shareholders to participate in the fund raising exercise and their respective shareholdings in the Company would be diluted without an equal opportunity to maintain their proportionate interests in the Company. As for open offer, while it is similar to a rights issue by offering Qualifying Shareholders to participate, it does not allow free trading of rights entitlements in the open market. As opposed to open offer, the Rights Issue would offer more flexibility to the Qualifying Shareholders an opportunity to choose whether (i) to maintain their respective pro-rata shareholding interests of the Company; (ii) to increase their respective interests in the shareholding of the Company by acquiring additional rights entitlement in the open market; or (iii) to reduce their respective interests in the shareholding of the Company by disposing of their rights entitlements in the open market (subject to market demand). As such, the Board considers an open offer to be less favourable to the Shareholders.

The Board considers that the Rights Issue represents an opportunity for the Company to (i) financing the upfront costs and working capital requirements at different stages of the Group's projects; and (ii) general working capital of the Group.

It is estimated that the Company will raise up to HK$24.0 million from the Rights Issue and the relevant expenses would be approximately HK$1.5 million, which includes placing commission and professional fees payable to financial advisers, legal advisers, financial printer and other parties involved in the Rights Issue. The estimated maximum net proceeds from the Rights Issue will accordingly be approximately HK$22.5 million (equivalent to a net price of approximately HK$0.094 per Rights Share). In line with the aforesaid business objectives, the Company intends to utilise the net proceeds from the Rights Issue as follows:-

(i) approximately 93.33% of the net proceeds or approximately HK$21.0 million for financing the upfront costs and working capital requirements at different stages of the Group's projects; and

(ii) approximately 6.67% of the net proceeds or approximately HK$1.5 million as general working capital of the Group such as payment of salary expenses of approximately HK$0.8 million, rental expenses of approximately HK$0.2 million, and corporate professional fee of approximately HK$0.5 million.

In the event that there is an undersubscription of the Rights Issue, the net proceeds of the Rights Issue will be utilised in proportion to the above uses.

Timing

Assuming the completion of the Rights Issue and the Rights Shares are fully subscribed, which are expected to take place by the end of July 2026, the net proceeds will amount to approximately HK$22.5 million. The indicative timeline for the cash deployment is set out below:

		Year			
		2026	2027	Total	
		2nd half	1st half		
		HK$' million	*HK$' million*	*HK$' million*	*Approximate percentage (%)*
(i)	Financing the upfront costs and working capital requirements of the Group's projects	21.0	–	21.0	93.33
(ii)	General working capital of the Group	1.0	0.5	1.5	6.67
		22.0	0.5	22.5	100.00

FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS

The Company has not conducted any fund raising activities involving issue of its securities in the past 12 months immediately preceding the Latest Practicable Date.

GEM LISTING RULES IMPLICATIONS

Since the Rights Issue will increase either the number of the issued share capital or the market capitalisation of the Company by more than 50% within the 12 month period immediately before the Latest Practicable Date, in accordance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on, amongst other things, the approval by the Independent Shareholders at which any controlling shareholders and their respective associates or, where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates shall abstain from voting in favour of the Rights Issue at the EGM.

As at the Latest Practicable Date, none of the executive Directors nor chief executives of the Company, and their respective associates has registered an interest or short position in the Shares. No Shareholder had informed the Company that he/she/it intends to vote in favour of or against the proposed resolution(s) in connection with the Rights Issue as at the Latest Practicable Date.

The Company has not conducted any rights issue, open offer or specific mandate placings 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 as part of any rights issue, open offer and/or specific mandate placings within such 12-month period. The Rights Issue does not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

Closure of register of members

The register of members of the Company will be closed from Friday, 5 June 2026 to Wednesday, 10 June 2026 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM.

The register of members of the Company will be closed from Tuesday, 16 June 2026 to Monday, 22 June 2026 (both days inclusive) for determining the entitlements to the Rights Issue.

No transfer of Shares will be registered during the above book closure periods.

GENERAL

The EGM will be convened for the Shareholders to consider and, if thought fit, approve the Rights Issue, and the transactions contemplated hereunder.

The Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue in accordance with Rule 10.29(1) of the GEM Listing Rules.

The notice convening the EGM to be held at Portion 2, 12/F, the Center, 99 Queen's Road Central, Hong Kong on Wednesday, 10 June 2026 at 11:00 a.m. is set out on pages EGM-1 to EGM-4 of this circular.

A form of proxy for use at the EGM is also enclosed. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM (i.e. 11:00 a.m. on Monday, 8 June 2026, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

Subject to the approval of the Rights Issue by the Independent Shareholders at the EGM, a Prospectus containing further information regarding, among other things, the Rights Issue, including information on acceptances of the Rights Shares and other information in respect of the Group, and PAL(s) in printed form are expected to be despatched to the Qualifying Shareholders on Tuesday, 23 June 2026.

DESPATCH OF PROSPECTUS DOCUMENTS

Subject to the approval of the Rights Issue, the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) and the transactions contemplated thereunder at the EGM, the Prospectus containing further information in relation to the Rights Issue and financial and other information relating to the Group is expected to be made available to the Shareholders by way of publication on the websites of the Company at www.hklistco.com/8422 and the Stock Exchange at www.hkexnews.hk, and a notice will be sent to the relevant Shareholders by email or by post use.

For those Shareholders who wish to receive a printed version of the Prospectus Documents or, if for any reason, have difficulty in gaining access to the Company's website, the Company will, upon receipt of request in writing by the Shareholder to the Company's branch share registrar in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by email to 8422-ecom@vistra.com, send the Prospectus Documents to such Shareholders in printed form free of charge on or before Tuesday, 23 June 2026. The Company will send the PAL to the Qualifying Shareholders individually by post in printed form.

WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed "Conditions of the Rights Issue" in this circular. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.

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

Any dealings in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

RECOMMENDATIONS

The Independent Board Committee, which comprises all the independent non-executive Directors, namely Ms. Chan Sin Wa Carrie, Ms. Li Cangyu and Mr. Yu Tat Chi Michael, has been established to advise the Independent Shareholders as to whether the terms of the Rights Issue and the transactions contemplated thereunder are fair and reasonable and in the interest of the Company and the Shareholders as a whole and to make recommendations to the Independent Shareholders on how to vote at the EGM. Vinco Financial has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

Your attention is drawn to the letter from the Independent Board Committee set out on pages 36 to 37 of this circular which contains its recommendation to the Independent Shareholders in relation to the Rights Issue, and the letter from Independent Financial Advisor set out on pages 38 to 64 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders.

The Directors (including the independent non-executive Directors whose views are expressed in the letter from the Independent Board Committee) consider that the terms of the Rights Issue and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors (including the independent non-executive Directors whose views are expressed in the letter from the Independent Board Committee) recommend the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the EGM.

ADDITIONAL INFORMATION

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

For and on behalf of the Board
WT Group Holdings Limited
Wong Mei Chun
Executive Director

The following is the text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the Rights Issue.

WT GROUP HOLDINGS LIMITED
WT 集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8422)

18 May 2026

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARES FOR EVERY ONE SHARE HELD ON THE RECORD DATE AND NOTICE OF EGM

We refer to the circular of the Company dated 18 May 2026 (the "**Circular**") of which this letter forms part. Unless the context specifies otherwise, capitalised terms used herein have the same meanings as defined in the Circular.

We have been appointed by the Board as the Independent Board Committee to advise the Independent Shareholders as to whether the Rights Issue and the transactions contemplated thereunder are on normal commercial terms, in the interests of the Company and the Shareholders as a whole, and the terms of which are fair and reasonable insofar as the Independent Shareholders are concerned.

Vinco Financial Limited has been appointed as the independent financial adviser to advise us and the Independent Shareholders in this respect.

Having taken into account the terms of the Rights Issue, and the advice from Vinco Financial, we are of the opinion that the terms of the Rights Issue and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend you to vote in favour of the ordinary resolution(s) to be proposed at the EGM to approve the Rights Issue and the transactions contemplated thereunder.

Yours faithfully,
Independent Board Committee

Ms. Chan Sin Wa Carrie **Ms. Li Cangyu** **Mr. Yu Tat Chi Michael**

Independent non-executive Directors

The following is the text of a letter of advice from Vinco Financial setting out its advice to the Independent Board Committee and the Independent Shareholders prepared in respect of the terms of the Rights Issue and the transactions contemplated thereunder which has been prepared for the purpose of incorporation in this circular:

Vinco Financial Limited

18 May 2026

To the Independent Board Committee and the Independent Shareholders of
WT Group Holdings Limited

Dear Sirs,

PROPOSED RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARE FOR EVERY ONE SHARE HELD ON THE RECORD DATE

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee in respect of the terms of the Rights Issue and the transactions contemplated thereunder, details of which are set out in the letter from the Board (the "**Board Letter**") contained in the circular dated 18 May 2026 issued by the Company to the Shareholders (the "**Circular**"), of which this letter forms part. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

Reference is made to the Announcement, in relation to, among other matters, the Rights Issue. On 20 March 2026, the Company proposed to raise up to approximately HK$24.0 million on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date by issuing 240,000,000 Rights Shares at the Subscription Price of HK$0.10 per Rights Share (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the Record Date). The Subscription Price is payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, when a renouncee of any provisional allotment of the Rights Shares or a transferee of nil-paid Rights Shares applies for the Rights Shares. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Excluded Shareholders.

The estimated maximum net proceeds (after the deduction of the costs and expenses relating to the Rights Issue) will be approximately HK$22.5 million (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the Record Date), if fully subscribed. The Company intends to apply the net proceeds from the Rights Issue for (i)

financing the upfront costs and working capital requirements at different stages of the Group's projects; and (ii) general working capital of the Group. There is no minimum amount to be raised under the Rights Issue.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.

GEM LISTING RULES IMPLICATIONS

Since the Rights Issue will increase either the number of the issued share capital or the market capitalisation of the Company by more than 50% within the 12 month period immediately before the Latest Practicable Date, in accordance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on, amongst other things, the approval by the Independent Shareholders at which any controlling shareholders and their respective associates or, where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates shall abstain from voting in favour of the Rights Issue at the EGM.

As at the Latest Practicable Date, none of the executive Directors nor chief executives of the Company, and their respective associates has registered an interest or short position in the Shares. No Shareholder had informed the Company that he/she/it intends to vote in favour of or against the proposed resolution(s) in connection with the Rights Issue as at the Latest Practicable Date. The Company has not conducted any rights issue, open offer or specific mandate placings 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 as part of any rights issue, open offer and/or specific mandate placings within such 12-month period. The Rights Issue does not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all the independent non-executive Directors, namely Ms. Chan Sin Wa Carrie, Ms. Li Cangyu and Mr. Yu Tat Chi Michael, has been established to advise the Independent Shareholders in connection with the Rights Issue. and to advise the Independent Shareholders on how to vote at the EGM, taking into account the recommendations of the Independent Financial Adviser.

We, Vinco Financial Limited, have been appointed and approved by the Independent Board Committee, to advise the Independent Board Committee and the Independent Shareholders on the Rights Issue. In our capacity as the Independent Financial Adviser, our role is to give an independent opinion to the Independent Board Committee as to whether the Rights Issue are on

normal commercial terms, fair and reasonable, are in the interest of the Company and the Shareholders as a whole and whether to vote in the favour of the resolution(s) to be proposed at the EGM to approve the Rights Issue so far as the Independent Shareholders are concerned.

OUR INDEPENDENCE

As at the Latest Practicable Date, we are not connected with the Directors, chief executive and substantial shareholders of the Company or any of their respective subsidiaries or their respective associates and, as at the Latest Practicable Date, did not have any shareholding, directly or indirectly, in any of their respective subsidiaries or their respective associates and did not have any shareholding, directly or indirectly, in any member of the Group or any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group. We are not aware of any relationships or interests between us and the Company or any other parties that could be reasonably be regarded as hindrance to our independence as defined under Rule 17.96 of the GEM Listing Rules to act as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the proposed Rights Issue of the Company. Apart from normal professional fees payable to us in connection with this appointment, no arrangements exist whereby we had received or will receive any fee or benefit from the Group and its associates. During the past two years, there was no engagement between the Group and us. Also, we are not aware of the existence of or change in any circumstances that could affect our independence. Accordingly, we consider that we are eligible to give independent advice on the proposed Rights Issue and the transactions contemplated thereunder of the Company.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied upon the accuracy of the information and representations contained in the Circular and information provided to us by the Company, the Directors and the management of the Company. We have assumed that all statements, information and representations made or referred to in the Circular and all information and representations which have been provided by the Company, the Directors and the management of the Company, for which they are solely and wholly responsible, were true at the time they were made and continue to be true as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration and there are no other facts not contained in the Circular, the omission of which make any such statement contained in the Circular misleading. The Shareholders will be notified of material changes as soon as possible, if any, to the information and representations provided and made to us after the Latest Practicable Date and up to and including the date of the EGM. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any omission of any material facts that would render the information provided and the representations made to us untrue, inaccurate or misleading. We have not, however,

conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Directors and the management of the Company.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no omission of other facts that would make any statements in the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter.

We have not considered the taxation and regulatory implications on the Group or the Independent Shareholders as a result of the Rights Issue since these depend on their individual circumstances, and if in any doubt, should consult their own professional advisers. We will not accept responsibility for any tax effect on or liability of any person resulting from his or her acceptance or non-acceptance of the Rights Issue.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. In rendering our opinion in the Circular, we have researched, analyzed and relied on (i) the interim report of the Company for the six months ended 31 December 2025 (the "**2025 Interim Report**"); (ii) the annual report of the Company for the year ended 30 June 2025 (the "**2025 Annual Report**"); (iii) the Placing Agreement; (iv) the Supplemental Placing Agreement; and (v) market information obtained from the website of the Stock Exchange. Based on the foregoing, we confirm that we have taken all reasonable steps, which are applicable to the Rights Issue, as referred to in Rule 17.92 of the GEM Listing Rules (including the notes thereto).

This letter is issued for the information for the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Rights Issue and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, we have taken into account the following principal factors and reasons:

1. Business and financial information of the Group

Information of the Group

The Group is principally engaged in the provision of specialised works and general building works as a contractor in Hong Kong, through its operating subsidiaries. The Group undertakes specialised works including foundation and site formation works, demolition works and ground investigation field works. The Group also undertakes general building works including superstructure building works, slope maintenance works, hoarding works, alteration and addition works, other miscellaneous renovation and construction works.

Business and financial performance of the Group

Set out below is a summary of (i) the unaudited consolidated financial information of the Group for each of the six months ended 31 December 2025 ("**HY2025**") and 31 December 2024 ("**HY2024**"); and (ii) the audited consolidated financial information of the Group for each of the two years ended 30 June 2024 ("**FY2024**") and 30 June 2025 ("**FY2025**") which were extracted from the 2025 Interim Report and 2025 Annual Report respectively:

Table 1: Historical financial information of the Group

	For the six months ended 31 December		**For the year ended 30 June**	
	2025	**2024**	**2025**	**2024**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(unaudited)	(unaudited)	(audited)	(audited)
Revenue	22,854	21,222	34,834	31,301
Gross profit	5,707	6,231	2,920	11,431
Profit/(Loss) for the period/year attributable to the owners of the Company	(120)	228	(6,087)	3,747

	As at 31 December 2025	**As at 30 June**	
		2025	**2024**
	HK$'000	*HK$'000*	*HK$'000*
	(unaudited)	(audited)	(audited)
Cash and cash equivalents	21,280	23,184	28,276
Total assets	41,031	39,083	46,164
Total liabilities	6,946	4,878	5,872
Net assets	34,085	34,205	40,292

HY2025 versus HY2024

With reference to 2025 Interim Report, the Group recorded revenue of approximately HK$22.9 million for HY2025, representing an increase of approximately 7.69% as compared with approximately HK$21.2 million for HY2024. The increase in revenue was mainly attributable to the higher number of construction projects undertook by the Group for the six months ended 31 December 2025 compared to the corresponding period in 2024. The Group recorded a decrease of approximately 8.41% in gross profit from approximately HK$6.2 million for HY2024 to approximately HK$5.7 million for HY2025. Such decrease in gross profit was mainly due to an increase in cost of services. The loss attributable to the owners of the Company was approximately HK$0.1 million for HY2025 compared with a profit of approximately HK$0.2 million for HY2024. Such net loss for HY2025 was mainly attributable to the decrease in gross profit by approximately HK$0.5 million and increase in administrative expenses by approximately HK$0.5 million during HY2025.

The Group's unaudited total assets and total liabilities as at 31 December 2025 amounted to approximately HK$41.0 million and HK$6.9 million respectively. The Group's unaudited net asset value amounted to approximately HK$34.1 million as at 31 December 2025, representing a decrease of approximately 0.35% as compared to that of approximately HK$34.2 million as at 30 June 2025. Such decrease in net asset value was mainly attributable to the increase in accruals and other payables. The gearing ratio of the Group, being calculated based on the total debt divided by total equity, was approximately 0.65% as at 31 December 2025 which was lower than that of the Group's gearing ratio of approximately 0.97% as at 30 June 2025. The decrease in gearing ratio was mainly attributable to a decrease in total debt, which outweighed a decrease in total equity as at 31 December 2025 compared with 30 June 2025.

FY2025 versus FY2024

With reference to 2025 Annual Report, the Group recorded revenue of approximately HK$34.8 million for FY2025, representing an increase of approximately 11.29% as compared with approximately HK$31.3 million for FY2024. Such increase was mainly due to the increase in the number of construction projects with large contract value and renovation projects undertaken by the Group for FY2025 compared to FY2024. The Group recorded a decrease of approximately 74.46% in gross profit from approximately HK$11.4 million for FY2024 to approximately HK$2.9 million for FY2025. Such decrease in gross profit was primarily attributable to the decline in the overall gross profit margin of projects undertaken by the Group for FY2025 compared to FY2024. The loss attributable to the owners of the Company was approximately HK$6.1 million for FY2025 compared with a profit of approximately HK$3.7 million for FY2024. The net loss for FY2025 was mainly attributable to the decrease in gross profit.

The Group's audited total assets and total liabilities as at 30 June 2025 amounted to approximately HK$39.1 million and HK$4.9 million respectively. The Group's audited net assets value amounted to approximately HK$34.2 million as at 30 June 2025, representing a decrease of approximately 15.11% as compared to that of approximately HK$40.3 million as at 30 June 2024. Such decrease in net asset value was mainly attributable to the decrease in trade receivables and cash and cash equivalents. The gearing ratio of the Group, being calculated based on the total debt divided by total equity, was approximately 0.97% as at 30 June 2025 which was higher than that of the Group's gearing ratio of approximately 0.27% as at 30 June 2024. The increase in gearing ratio was attributable to an increase in total debt, coupled with a decrease in total equity as at 30 June 2025 compared with 30 June 2024.

2. Reasons for the Rights Issue and use of proceeds

As set out in the Board Letter, the Group is principally engaged in the provision of specialised works and general building works as a contractor in Hong Kong, through its operating subsidiaries. The Group undertakes specialised works including foundation and site formation works, demolition works and ground investigation field works. The Group also undertakes general building works including superstructure building works, slope maintenance works, hoarding works, alteration and addition works, other miscellaneous renovation and construction works.

Based on our discussion with the management of the Company, the Group secure its projects generally either through tenders by invitation or quotations which are non-recurring in nature. Its pricing is determined based on a cost-plus pricing model in general with mark-up determined on a project-by-project basis. With the experienced and professional management team, established relationship with the customers and suppliers as well as the Group's commitment to maintain high safety and working standard, the Group currently undertook 7 projects with aggregate contract sum of approximately HK$121.1 million. Other than the 7 projects, the Group also commenced a project in relation to modification works of landfill restoration facilities with contract sum of HK$64.0 million at the initial stage.

It is the normal business practice the Group have to pay the start-up costs such as the purchase of surety bonds and insurances, costs of major construction materials, subcontracting fees, staff costs, machinery rental, site utilities, site office cost and other site set-up costs. Prior to receiving payment from the customer, the cash flow requirement at the initial stage of the projects could constrain the number of projects that the Group could take under the then available resources. The Group's customers make the first payment around three to four months after the commencement of the projects and the Group would therefore incur net cash outflows of almost 40% of the contract sum at an early stage of carrying out the works. Furthermore, since the customer generally settles the progress payments after the issue of progress certificate certified by the architects appointed by itself, the progress payments from the customer will not always be paid to the Company on time and in full and the Group may experience a mismatch of the cash flow when there is any timing difference between making payments to the suppliers and subcontractors and receiving payments from the customers. After considering, including but not limited to, the cash and cash equivalent of the Group as at 28 February 2026 amounted to approximately HK$14.9 million has been reserved for funding the current 7 projects with aggregate contract sum of approximately HK$121.1 million and the funding needs for the newly commenced project with contract sum of HK$64.0 million at the initial stage, the Board considers that the Company has an imminent funding need to conduct the Rights Issue.

As discussed with the management of the Company, we understand the Board considers that the Rights Issue represents an opportunity for the Company to (i) financing the upfront costs and working capital requirements at different stages of the Group's projects; and (ii) general working capital of the Group.

It is estimated that the Company will raise up to HK$24.0 million from the Rights Issue and the relevant expenses would be approximately HK$1.5 million, which includes placing commission and professional fees payable to financial advisers, legal advisers, financial printer and other parties involved in the Rights Issue. The estimated maximum net proceeds from the Rights Issue will accordingly be approximately HK$22.5 million (equivalent to a net price of approximately HK$0.094 per Rights Share). In line with the aforesaid business objectives, the Company intends to utilise the net proceeds from the Rights Issue as follows:-

(i) approximately 93.33% of the net proceeds or approximately HK$21.0 million for financing the upfront costs and working capital requirements at different stages of the Group's projects; and

(ii) approximately 6.67% of the net proceeds or approximately HK$1.5 million as general working capital of the Group such as payment of salary expenses of approximately HK$0.8 million, rental expenses of approximately HK$0.2 million, and corporate professional fee of approximately HK$0.5 million.

In the event that there is an undersubscription of the Rights Issue, the net proceeds of the Rights Issue will be utilised in proportion to the above uses.

Timing

Assuming the completion of the Rights Issue and the Rights Shares are fully subscribed, which are expected to take place by the end of July 2026, the net proceeds will amount to approximately HK$22.5 million. The indicative timeline for the cash deployment is set out below:

	Year		**Total**	
	2026	**2027**		
	2nd half	**1st half**		
	HK$' million	*HK$' million*	*HK$' million*	*Approximate percentage (%)*
(i) Financing the upfront costs and working capital requirements of the Group's projects	21.00	–	21.00	93.33
(ii) General working capital of the Group	1.00	0.50	1.50	6.67
	22.00	0.50	22.50	100.00

With reference to the discussion with the management of the Company, the Board considers raising funds by way of the Rights Issue is a better alternative than other debt/ equity fund raising alternatives such as bank borrowings, placing, or open offer. The Company has considered other fund-raising alternatives before proceeding with the Rights Issue, including but not limited to debt financing, placing of new Shares and open offer. The Board considers that debt financing may not be achievable on favourable terms or may require pledge of non-current assets which will hinder the Group's flexibility, and debt financing is subject to repayment obligations. For instance, the Group may not be able to apply proceeds from debt financing with major assets included current assets, such as cash and cash equivalents, contract assets and accounts receivable. It is more favourable for the Group to adopt equity fund raising to expand its business and broaden its income stream than debt financing. The Board notes that debt financing would also result in additional interest burden of the Company and create pressure on its liquidity. As regards other equity fund raising means, fund-raising scale of placing of new shares would be relatively small as compared to a rights issue and it would not allow the Qualifying Shareholders to participate in the fund raising exercise and their respective shareholdings in the Company would be diluted without an equal opportunity to maintain their proportionate interests in the Company. As for open offer, although it is similar to a rights issue in offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market.

Having considered the abovementioned alternatives, we consider that as compared to raising fund by other means, raising funds by way of the Rights Issue, which will allow 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 (i) to maintain their respective pro-rata shareholding interests in the Company; (ii) to increase their respective interests in the shareholding of the Company by acquiring additional rights entitlement in the open market; or (iii) to reduce their respective interests in the shareholding of the Company by disposing of their rights entitlements in the open market (subject to market demand), is an appropriate fundraising method and is fair, cost effective, efficient and beneficial to the Company and its shareholders as a whole.

3. Principal terms of the Rights Issue

The Board proposed to raise up to approximately HK$24.0 million on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date by issuing 240,000,000 Rights Shares at the Subscription Price of HK$0.10 per Rights Share (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the Record Date).

Further details of the Rights Issue are set out below:

Issue statistics

Basis of the Rights Issue	:	Two (2) Rights Shares for every one (1) Share held at the close of business on the Record Date
Subscription Price	:	HK$0.10 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	120,000,000 Shares
Number of Rights Shares	:	Up to 240,000,000 Rights Shares with an aggregate nominal value of HK$24.0 million, assuming no further issue of new Share(s) and no repurchase of Share(s) on or before the Record Date
Number of issued Shares of the Company upon completion of the Rights Issue	:	Up to 360,000,000 Shares, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date

Gross proceeds to be raised	:	Up to HK$24.0 million before expenses, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date
Net proceeds to be raised	:	Up to approximately HK$22.5 million after expenses, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date

The Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

Subscription Price

The Subscription Price for the Rights Shares is HK$0.10 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, when a renouncee of any provisional allotment of the Rights Shares or a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

(i). a discount of approximately 44.75% to the closing price of HK$0.181 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(ii). a discount of approximately 9.91% to the closing price of HK$0.111 per Share as quoted on the Stock Exchange on the Last Trading Day;

(iii). a discount of approximately 10.39% to the average of the closing prices of approximately HK$0.1116 per Share based on the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;

(iv). a discount of approximately 3.57% to the theoretical ex-rights price of approximately HK$0.1037 per Share based on the closing price of HK$0.111 per Share as quoted on the Stock Exchange on the Last Trading Day;

(v). a discount of approximately 12.74% to the average of the closing prices of approximately HK$0.1146 per Share based on the closing prices of the Shares as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day;

(vi). theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) represented by a discount of approximately 6.58%, based on the theoretical diluted price of approximately HK$0.1037 per Share to the benchmarked price of approximately HK$0.111 per Share, taking into account the higher of (i) the closing price of approximately HK$0.111 per Share as quoted on the Stock Exchange on the Last Trading Day and (ii) the average of the closing prices of approximately HK$0.1108 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days prior to the date of the Announcement; and

(vii). a discount of approximately 64.79% to the unaudited net asset value per Share as at 31 December 2025 of approximately HK$0.2840.

As set out in the Board Letter, the Subscription Price was determined by the Company with reference to, among other things, (i) the recent market price of the Shares that fluctuated at between HK$0.083 per Share and HK$0.187 per Share for the one year period up to the date of the Announcement in which the trading liquidity of the Shares were thin that the average daily trading volume of the Shares during the period was below 1% of the total number of issued Shares; (ii) the prevailing market conditions; (iii) the average discount of the subscription price to the closing price on the respective last trading day as disclosed by 18 companies listed on the Stock Exchange (include the outliers and they are exhaustive) in recent proposed rights issue in the market three months prior to the Announcement of around 29.27% and (iv) the amount of funds and capital needs and the reasons for the Rights Issue as discussed in the section headed "Reasons for the Rights Issue and use of proceeds" in the Board Letter. 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 so as to maintain their proportionate interests in the Company and participate in the future growth of the Group.

In order to assess the fairness and reasonableness of the Subscription Price, we have taken into account (i) the closing price per Share for the one year period up to and including the Last Trading Day prior to the Announcement (being a period of approximately one year prior to and including the Last Trading Day) (the "**Review Period**"), with a view to provide a meaningful comparison to the Subscription Price under the Rights Issue (the "**Closing Price**"); and (ii) the average daily trading volumes of the Shares for each of the months/periods during the Review Period.

We consider that the Review Period is adequate to illustrate the recent price movement of the Shares for conducting a reasonable comparison among the historical closing prices prior to the Announcement as (i) the one year period represents a reasonable period to reflect the performance of the closing price of the Shares in response to the prevailing market condition and operating condition; (ii) a shorter review period can only demonstrate the Share price performance in a limited and specific time which may be

distorted by specific events; and (iii) it is commonly used for analysis purposes. Besides, such comparison is relevant for the assessment of the fairness and reasonableness of the Subscription Price, as the share price before the Announcement represent a fair market value of the Company, the Shareholders expected, while that after the Announcement, the value may have taken into account the potential upside of the Rights Issue which may distort the analysis. The chart below illustrates the Closing Price versus the Subscription Price of HK$0.10 per Share:

Chart 1: Historical closing prices of the Shares during the Review Period



Source: The website of the Stock Exchange (http://www.hkex.com.hk)

Notes:

Event A – Publication of 2024/2025 Annual Report on 30 September 2025

Event B – Publication of circular regarding proposed grant of general mandates to issue and repurchase shares on 23 October 2025

Event C – Publication of 2025/2026 Interim Report on 27 February 2026

During the Review Period, the Shares traded between a range of HK$0.083 on (i) 11 July 2025 and (ii) 14 to 18 July 2025, and HK$0.187 on 29 January 2026 with an average closing price per Share of approximately HK$0.106. The Subscription Price represents (i) a premium of approximately 20.48% to the lowest closing price per Share (i.e. HK$0.083); (ii) a discount of approximately 46.52% to the highest closing price per Share (i.e. HK$0.187); and (iii) a discount of approximately 5.69% to the average closing price per Share (i.e. HK$0.106) during the Review Period.

As illustrated in the Chart 1 above, the closing price shows a general stable trend with period of fluctuation during most of the Review Period. Besides, we found the closing price was trading below the Subscription Price since commencement of the Review Period. From late March 2025 to July 2025, the closing price per Share traded within a range of approximately HK$0.087 to HK$0.101, before declining to reach its lowest level of

approximately HK$0.083 in mid-July 2025. Following this, the closing price recovered gradually and traded between HK$0.092 and HK$0.119 from August 2025 to December 2025.

In late January 2026, the closing price experienced a sharp upward movement, reaching its highest level of HK$0.187 on 29 January 2026, accompanied by a notable increase in trading volume. Thereafter, the closing price retreated and fluctuated within the range of approximately HK$0.144 to HK$0.175 in February 2026 before trending downward again in March 2026, closing at approximately HK$0.111 on the Last Trading Day.

After reviewing the Company's announcements, we do not notice any specific reasons for the aforementioned movements of the closing price during the Review Period. As discussed with the management of the Company, they were not aware of any particular reason that contributed to the fluctuations in the closing price per Share during the Review Period aside from the aforementioned events.

Although the Subscription Price is at a discount to the average closing price per Share during the Review period, taking into consideration that (i) the Subscription Price falls within the range of the aforesaid historical closing price per Share during the Review Period; (ii) the low liquidity of the Shares as discussed in sub-section headed "Liquidity of the Shares" below in this letter; (iii) the funding needs of the Group as discussed in the section headed "2. Reasons for the Rights Issue and use of proceeds" above in this letter; (iv) the Subscription Price is within the range in the comparable analysis as discussed in the sub-section headed "Comparison with other rights issue transactions" below in this letter which indicates it is a common market practice to set the subscription price at a discount to the prevailing market prices of the relevant shares to attract the shareholders to participate in the rights issue; and (v) the latest business performance and financial position as discussed in the sub-section headed "Business and financial information of the Group" above in this letter, we consider that the discount of the Subscription Price is fair and reasonable and the Rights Issue is in the interests of the Company and the Shareholders as a whole.

Liquidity of the Shares

The table below sets out the average daily trading volume of the Shares per month/period and the respective percentages of the average daily trading volume as compared to the total number of issued Shares during the Review Period:

Month/Period	**Total trading volume of the Shares in the month/period**	**Number of trading days in the month/period**	**Average daily volume of the Shares in the month/period** *(Note 1)* *(approximately)*	**Percentage of average daily trading volume to total number of Shares** *(Note 2)* *(approximately)*
2025				
March *(Note 3)*	300,000	7	42,857	0.0357%
April	71,000	19	3,737	0.0031%
May	192,000	20	9,600	0.0080%
June	171,000	21	8,143	0.0068%
July	1,335,000	22	60,682	0.0506%
August	1,836,000	21	87,429	0.0729%
September	1,792,000	22	81,455	0.0679%
October	3,420,000	20	171,000	0.1425%
November	577,000	20	28,850	0.0240%
December	753,000	21	35,857	0.0299%
2026				
January	12,209,000	21	581,381	0.4845%
February	3,662,000	17	215,412	0.1795%
March *(Note 4)*	755,000	15	50,333	0.0419%

Source: The website of Stock Exchange

Notes:

1. Average daily trading volume is calculated by dividing the total trading volume for the month/period by the number of trading days in the respective month/period.

2. Calculated based on the total number of Shares in issue at the end of each month/period.

3. Represents trading volume for the period from 21 March 2025, being one year prior to the Last Trading Day, to the 31 March 2025, both days inclusive.

4. Represents trading volume for the period from 2 March 2026 to 20 March 2026, the Last Trading Day, both days inclusive.

As illustrated in the above table, we noted that the trading volume of the Shares ranged from approximately 3,737 Shares to 581,381 Shares during the Review Period, representing approximately 0.0031% to 0.4845% of a total of 120,000,000 Shares in issued as at the respective month or period with an average on the percentage of average daily trading volume throughout the whole Review Period of approximately 0.0883% of the total number of issued Shares as at the respective month or period.

Based on the above results, we considered that the trading liquidity of the Shares during the Review Period were thin that the average daily trading volume of the Shares during the Review Period was below 1% of the total number of issued Shares, we consider that the Company is unlikely to be able to raise equity funds from third parties without a discount on the prevailing Share prices. In light of the above, we consider that conducting a fund raising exercise by way of Rights Issue with Subscription Price set at a discount to the closing price per Share as quoted on the Stock Exchange on the Last Trading Day is appropriate and reasonable as to promote the attractiveness of the Rights Issue.

Comparison with other rights issue transactions

In order to assess the fairness and reasonableness of the Subscription Price, we exhaustively conducted a search of recent proposed rights issue three months prior to the Last Trading Day (the "**Comparison Period**") to understand the trend of the recent market practice. We consider that the Comparison Period is appropriate, fair and representative because (i) the comparables are considered for the purpose of taking a general reference for the recent market practice in relation to the rights issue exercise in the recent market conditions; and (ii) sufficient number of comparables were identified during the Comparison Period. Based on our research, we have identified an exhaustive list of 18 rights issue comparables (the "**Comparables**") during the Comparison Period.

We noted that the business activities and the terms of the rights issue of the Comparables may not be directly comparable to the business activities carried out and the terms of the rights issue announced by the Group due to the differences in business activities and performances. Although the Comparables included rights issue on different basis of entitlement, and involved issuers which engaged in different business or with different financial performance and funding needs from the Company, we consider that the Comparables are suitable to serve as general reference for the purpose of an assessment on the Subscription Price, as (i) all of the Comparables and the Company are listed on the Stock Exchange; (ii) our analysis is mainly concerned with the comparison of subscription price to closing price, NAV, maximum dilution on the shareholding and theoretical dilution effect; (iii) a three-month period for the selection of the Comparables has resulted in the generation of a reasonable sample size; and (iv) the Comparables were included without any artificial selection or filtering on our part. Since there are a sufficient number of Comparables under the selection criteria mentioned above, we are of the view that they represented a true and fair view and representative samples of the recent market trends for rights issue and are sufficient for assessing the fairness and reasonableness of the Rights Issue.

Date of announcement	Company name	Stock code	Basis of entitlement	Maximum dilution on the shareholding *(Note 2)*	Premium/(discount) of subscription price per rights issue share over to closing price per share on the last trading day prior to announcement of rights issue	Premium/(discount) of the subscription price to the average closing price per share for the last five consecutive trading days immediately up to and including the last trading day and prior to announcement of rights issue	Premium/ (discount) of subscription price per rights issue share over/ to the net asset value per share *(Note 3)*	Theoretical dilution effect *(Note 4)*	Excess Application *(Note 5)*	Placing commission *(Note 6)*	Minimum placing commission	Underwriting arrangement	Underwriting fee
				%	%	%	%	%	Yes/No	%	HK$		%
30 December 2025	Wanjia Group Holdings Limited	401	1 for 1	50.00	(31.62)	(27.27)	(33.33)	(15.81)	No	2.00	No	Non-underwritten	N/A
2 January 2026	HKC International Holdings Limited	248	1 for 2	33.33	(25.50)	(25.50)	(79.10)	(8.50)	Yes	N/A	No	Non-underwritten	N/A
13 January 2026	EPI (Holdings) Limited	689	2 for 1	66.67	(17.10)	(21.57)	(76.88)	(14.38)	Yes	N/A	No	Non-fully underwritten	1.80
14 January 2026	Jutal Offshore Oil Services Limited	3303	1 for 6	14.29	(69.23)	(69.35)	(85.13)	(9.92)	No	1.00	No	Non-underwritten	N/A
14 January 2026	Anchorstone Holdings Limited	1592	4 for 1	80.00	(42.86)	(39.81)	N/A	(24.00)	No	1.25	No	Non-underwritten	N/A
15 January 2026	Shanghai International Shanghai Growth Investment Limited	770	3 for 8	27.27	(60.00)	(60.00)	(47.44)	(16.33)	No	1.00	No	Non-underwritten	N/A
26 January 2026	Kwan On Holdings Limited	1559	1 for 2	33.33	(17.65)	(15.05)	79.09	(5.88)	Yes	N/A	No	Non-underwritten	N/A
27 January 2026	Pacific Legend Group Limited	8547	1 for 2	33.33	26.58	31.23	4.09	(4.60)	No	2.00	No	Non-underwritten	N/A
29 January 2026	Add New Energy Investment Holdings Group Limited	2623	1 for 2	33.33	(37.66)	(34.81)	65.57	(12.55)	Yes	N/A	No	Non-underwritten	N/A
4 February 2026	Ta Yang Group Holdings Limited	1991	2 for 1	66.67	(2.44)	(4.53)	297.69 *(Note 7)*	(4.80)	Yes	N/A	No	Non-underwritten	N/A
6 February 2026	WLS HOLDINGS LIMITED	8021	1 for 1	50.00	(40.00)	(41.20)	(77.10)	(21.60)	No	2.50	No	Non-underwritten	N/A
11 February 2026	NIU Holdings Limited	8619	2 for 1	66.67	(33.50)	(35.90)	(92.70)	(24.00)	No	1.00	15,000 85,000 *(Note 8)*	Non-fully underwritten	N/A

Date of announcement	Company name	Stock code	Basis of entitlement	Maximum dilution on the shareholding *(Note 2)*	Premium/(discount) of subscription price per rights issue share over to closing price per share on the last trading day prior to announcement of rights issue	Premium/(discount) of the subscription price to the average closing price per share for the last five consecutive trading days immediately up to and including the last trading day and prior to announcement of rights issue	Premium/ (discount) of subscription price per rights issue share over/ to the net asset value per share *(Note 3)*	Theoretical dilution effect *(Note 4)*	Excess Application *(Note 5)*	Placing commission *(Note 6)*	Minimum placing commission	Underwriting arrangement	Underwriting fee
				%	%	%	%	%	Yes/No	%	HK$		%
16 February 2026	Mindtell Technology Limited	8611	1 for 1	50.00	(40.60)	(43.60)	3,900.00 *(Note 7)*	(21.70)	No	2.00	No	Non-underwritten	N/A
16 February 2026	Xinming China Holdings Limited	2699	6 for 1	85.71	(20.00)	(20.00)	N/A	(17.14)	No	2.00	No	Non-underwritten	N/A
5 March 2026	Madison Holdings Group Limited	8057	3 for 2	60.00	(40.00)	(39.10)	(79.83)	(24.00)	No	2.00	No	Non-underwritten	N/A
6 March 2026	Kingland Group Holdings Limited	1751	1 for 3	25.00	0.00	(2.30)	2,157.10 *(Note 7)*	(1.00)	No	3.00	250,000	Non-underwritten	N/A
9 March 2026	Hang Pin Living Technology Company Limited	1682	1 for 1	50.00	(27.97)	(27.72)	(22.73)	(13.98)	No	1.00	No	Non-underwritten	N/A
19 March 2026	i.century Holding Limited	8507	1 for 1	50.00	(47.37)	(45.05)	1.22	(23.68)	No	Refer to the column headed "Minimum placing commission" *(Note 9)*	400,000	Non-underwritten	N/A
	Maximum			85.71	26.58	31.23	3,900.00	(1.00)		3.00			1.80
	Minimum			14.29	(69.23)	(69.35)	(92.70)	(24.00)		1.00			1.80

Date of announcement	Company name	Stock code	Basis of entitlement	Maximum dilution on the shareholding *(Note 2)*	Premium/(discount) of subscription price per rights issue share over to closing price per share on the last trading day prior to announcement of rights issue	Premium/(discount) of the subscription price to the average closing price per share for the last five consecutive trading days immediately up to and including the last trading day and prior to announcement of rights issue	Premium/ (discount) of subscription price per rights issue share over/ to the net asset value per share *(Note 3)*	Theoretical dilution effect *(Note 4)*	Excess Application *(Note 5)*	Placing commission *(Note 6)*	Minimum placing commission	Underwriting arrangement	Underwriting fee
				%	%	%	%	%	Yes/No	%	HK$		%
	Average			48.64	(29.27)	(28.97)	369.41	(14.66)		1.73			1.80
	Median			50.00	(32.56)	(31.27)	(28.03)	(15.10)		2.00			1.80
	Maximum (exclude outliers)			85.71	26.58	31.23	79.09	(4.60)		2.50			1.80
	Minimum (exclude outliers)			14.29	(69.23)	(69.35)	(92.70)	(24.00)		1.00			1.80
	Average (exclude outliers)			48.93	(32.26)	(31.41)	(34.17)	(15.76)		1.58			1.80
	Median (exclude outliers)			50.00	(33.50)	(34.81)	(47.44)	(15.81)		1.63			1.80
	Company	**8422**	**2 for 1**	**66.67**	**(9.91)**	**(10.39)**	**(64.79)**	**(6.58)**	**No**	**3.00**	**No**	**Non-underwritten**	**N/A**

Source: the website of the Stock Exchange (www.hkex.com.hk)

Notes:

1. Information shown in the above table has been extracted from the relevant announcements or circulars of the rights issue of the respective Comparables, where applicable.

2. The potential maximum dilution effect of each rights issue is calculated as number of rights shares issued or to be issued under the basis of entitlement divided by the total number of shares as enlarged by the rights issue according to their respective basis of entitlements and assuming all rights shares have been/will be allotted and issued times 100%.

3. The net asset value (the "**NAV**") per share is calculated based on the latest published net asset value of the subject company and total number of shares in issue as at the date of the respective announcement. "N/A" denotes that the NAV of the relevant Rights Issue Comparable that has net liabilities according to its latest published audited/unaudited consolidated financial statements.

4. The theoretical dilution effect is calculated in accordance with Rule 7.27B of the Rules Governing the Listing of Securities on the Stock Exchange or Rule 10.44A of the GEM Listing Rule, or extracted from announcement, circular or prospectus in respect of the relevant rights issue.

5. Pursuant to Rule 7.21(1) of the Listing Rule or Rule 10.31(1) of the GEM Listing Rule.

6. "N/A" denotes that the subject rights issue was conducted without the involvement of any placing.

7. Ta Yang Group Holdings Limited (stock code: 1991), Mindtell Technology Limited (stock code: 8611) and Kingland Group Holdings Limited (stock code: 1751) are considered as outliers due to the significant premium of subscription price per rights issue share over the net asset value per share.

8. Pursuant to the announcement issued by NIU Holdings Limited (stock code: 8619) on 11 February 2026 in relation to its proposed rights issue, the company shall pay to the placing agent a non-refundable fee of HK$15,000 within three business days upon execution of the placing agreement. Subject to the satisfaction of the conditions of the placing, the company shall pay to the placing agent a placing commission of HK$85,000 or 1% of the gross placing proceeds, whichever is higher.

9. Pursuant to the announcement issued by i.century Holding Limited (stock code: 8507) on 19 March 2026 in relation to its proposed rights issue, the commission payable to the placing agent shall be HK$400,000, a fixed amount rather than a commission rate.

According to our research, we observed that (i) 14 of the 15 Comparables (exclude the outliers) had set the subscription price of their rights issue at a discount to the prevailing closing price of their shares on the last trading day in relation to their respective rights issue (the "**LTD Price**"); (ii) 14 of the 15 Comparables (exclude the outliers) had set the subscription price of their rights issue at a discount to the average closing price per share for the last five consecutive trading days immediately up to and including the last trading day (the "**5-Day Discount Price**"); and (iii) 9 of the 13 Comparables (exclude the outliers and those with net liabilities) had set the subscription price of their rights issue at a discount to the NAV per share. It indicates that it is common for listed companies to set the subscription price of rights issue at a discount to the LTD Price, 5-Day Discount Price and the NAV per share, with the view to encourage participation.

The subscription price to the LTD Price of the Comparables (exclude the outliers) ranged from a discount of approximately 69.23% to a premium of approximately 26.58% with average and median discounts of approximately 32.26% and 33.50% respectively. The discount of approximately 9.91% of the Subscription Price to the LTD Price of the Company falls within the range of those of the Comparables (exclude the outliers) and is lower than the average and the median of the Comparables (exclude the outliers).

The subscription price to the 5-Day Discount Price of the Comparables (exclude the outliers) ranged from a discount of approximately 69.35% to a premium of approximately 31.23% with average and median discounts of approximately 31.41% and 34.81% respectively. The discount of approximately 10.39% of the Subscription Price to the 5-Day Discount Price of the Company falls within the range of those of the Comparables (exclude the outliers) and is lower than the average and the median of the Comparables (exclude the outliers).

The subscription prices to the NAV per share of the Comparables (exclude the outliers) ranged from a discount of approximately 92.70% to a premium of approximately 79.09% with average and median discount of approximately 34.17% and 47.44% respectively. The discount of approximately 64.79% of the Subscription Price to the NAV per share of the Company falls within the range of those of the Comparables, is higher than the average and median of the Comparables (exclude the outliers). However, having considered that during the Review Period, (i) the closing price of the Shares ranged between HK$0.083 to HK$0.187 per Share and the Shares traded at a discount to the NAV per Share (i.e. approximately HK$0.2840 as at 31 December 2025) on 246 out of 246 trading days, representing approximately 100.00% of the Review Period; and (ii) the liquidity of the Shares is thin during the Review Period, this may suggest that investors might not value the Shares solely based on the Group's net assets and hence the discount to the NAV per Share being higher than the average and median of the Comparables (exclude the outliers) is fair and reasonable.

The theoretical dilution effect of the rights issue conducted by the Comparables (exclude the outliers) ranged from 4.60% to 24.00% with average and median discounts of approximately 15.76% and 15.81% respectively. The theoretical dilution effect of the Rights Issue of approximately 6.58% falls within the range of the Comparables (exclude the outliers) and is lower than the average and the median of the Comparables (exclude the outliers).

Taking into account that (i) the Subscription Price generally falls below the Closing Price during the Review Period; (ii) the discounts of the Subscription Price to the LTD Price and the 5-Day Discount Price and the theoretical dilution effect of the Rights Issue fall within discount ranges of the Comparables (exclude the outliers) and are lower than the average and median of those of the Comparables (exclude the outliers); and (iii) the NAV per Share falls within discount ranges of the Comparables (exclude the outliers) and is higher than the average and median of those of the Comparables (exclude the outliers), we consider the Subscription Price is fair and reasonable.

As shown in the table of the Comparables (exclude the outliers) above, (i) it is common for listed issuers in Hong Kong to issue rights shares at a discount to prevailing market prices in order to enhance the attractiveness of the Rights Issue and encourage Shareholders to participate in a rights issue as to meet the companies' need for additional funding; (ii) the proposed discounts of the Subscription Price to the LTD Price and 5-Day Discount Price are below the average discounts represented by the Comparables (exclude the outliers); (iii) the Shares traded at a discount to the NAV per Share throughout the entire Review Period and such discount is higher than the average discount represented by the Comparables (exclude the outliers) yet the thin liquidity of the Shares as mentioned before may suggest that investors might not value the Shares solely based on the Group's net assets; and (iv) the potential dilution effect on the existing shareholders is less than the average dilution effect represented by the Comparables (exclude the outliers) and is within the range of dilution effect of the Comparables (exclude the outliers). Besides considering all Qualifying Shareholders are offered an equal opportunity to subscribe for the Rights Shares under the Rights Issue and are offered the same discounts of the Subscription Price to the closing price of the Share and the same potential maximum dilution, we are of the view that the Subscription Price (together with its dilution effect) is fair and reasonable so far as the Independent Shareholders are concerned, and also in alignment with the market practice.

Among the Comparables (exclude the outliers), we noted that 11 out of 15 Comparables (exclude the outliers) exercise placing in their rights issues. As such, we consider that it is reasonable for rights issue to have placing arrangements.

The Placing Agreement

On 20 March 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, on 27 April 2026, parties entered in to the Supplemental Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to procure Placee(s), on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares. Extracted key terms of the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) are shown below:

Issuer	:	the Company
Placing Agent	:	Suncorp Securities Limited was appointed as the Placing Agent to procure, on a best effort basis, Placees to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares.

		The Placing Agent confirmed that it is independent of and not connected with the Company and its connected persons or any of their respective associates.
Placing price of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares	:	The placing price of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares shall be not less than the Subscription Price. The final price determination is depended on the demand and market conditions of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares during the process of placement.
Commission	:	3.0% of the amount which is equal to the placing price multiplied by the Unsubscribed Rights Shares and ES Unsold Rights Shares that have been successfully placed by the Placing Agent pursuant to the terms of the Placing Agreement. The commission is not payable by the Company to the Placing Agent if the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements) has not become unconditional or is otherwise terminated in accordance with its terms.
Placees	:	The Unsubscribed Rights Shares and the ES Unsold Rights Shares are expected to be placed to the Placee(s) who and whose ultimate beneficial owner(s) shall not be the Shareholder(s) and shall be the Independent Third Party(ies).

The Placing Agent will use its best endeavour to procure that (i) the Placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (ii) the Company will continue to comply with the public float requirement under Rule 11.23(7) of the GEM Listing Rules upon completion of the Placing and the Rights Issue.

For further details, please refer to section headed "The Placing Agreement" in the Board Letter. As stated in the Board Letter, the Placing Agent confirmed that it is independent of and not connected with the Company and its connected person and not a connected person of the Company. The engagement between the Company and the Placing Agent for the Unsubscribed Rights Shares and ES Unsold Rights Shares was determined after arm's length negotiation between the Company and the Placing Agent and is on normal commercial terms with reference to the market comparables, the existing financial position of the Group, the size of the Rights Issue, and the current and expected market condition. The basis of the placing commission of the Rights Issue was determined with reference to, (i) the market comparables as illustrated in Table 1 in the Board Letter; (ii) the gross proceeds of the Rights Issue of up to approximately HK$24.0 million; (iii) the existing financial position of the Group; and (iv) the trading liquidity of the Shares. We concur with the view of the Directors that the terms of Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) for the Unsubscribed Rights Shares and ES Unsold Rights Shares are on normal commercial terms with reference to 11 rights issue exercises (exclude the outliers) conducted by other companies listed on the Stock Exchange during the Comparison Period. We note that the commission charged by placing agent of 9 out of 11 rights issue exercises (exclude the outliers) conducted on a non-underwritten basis generally ranged between 1.00% to 2.50%, with an average of approximately 1.64% and a median of 2.00% while one rights issue exercise conducted on a non-fully underwritten basis was charged at 1.00%. We noted that the commission rate of 3.00% charged by the Placing Agent falls outside the range of the Comparables (exclude the outliers) and exceeds the upper end of the range of the Comparables (exclude the outliers). However, such commission rate falls within the overall range of the Comparables from 1.00% to 3.00% during the Comparison Period when the outliers are included. The outliers are excluded from our analysis of the Subscription Price solely due to the significant premium of subscription price per rights issue share over the net asset value per share. Besides, the low trading liquidity suggests that Shareholders may face challenges in selling their shares promptly at a more favorable price. This situation also presents difficulties for the Placing Agent in effectively marketing the Shares. Additionally, the

discount of the Subscription Price to the LTD Price and the 5-Day Discount Price are lower than the average and median of those of the Comparables irrespective of whether outliers are excluded or included, which may reduce the attractiveness of the Subscription Price to potential investors. Following our discussions with the Directors, we have concluded that establishing the placing commission at this level is essential for motivating the Placing Agent to attract investors for the Unsubscribed Rights Shares especially taking into account the Group incurred a net loss for the year ended 30 June 2025 and the thin trading volume of the Shares. As such, we concur with the view of the Directors that the commission rate charged by the Placing Agent under the Placing is fair and reasonable and on normal commercial terms.

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, the Company must make arrangements to dispose of the Unsubscribed Rights Shares and the ES Unsold Rights Shares by offering the Unsubscribed Rights Shares and the ES Unsold Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the rights. 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 ES Unsold Rights Shares after the Latest Time for Acceptance to independent placees on a best effort basis, and any premium over the Subscription Price for those Rights Shares that is realised will be paid to the No Action Shareholders and Excluded Shareholders on a pro-rata basis.

Given that the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Rights Shares and the ES Unsold Rights Shares to the Company; and (ii) a compensatory mechanism for No Action Shareholders and the Excluded Shareholders, we concur with the view of the Directors that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of the Company's minority Shareholders.

In particular, excess application is considered as a passive arrangement to facilitate additional participation of the Qualifying Shareholders. Taking into account the low liquidity of the Shares before the Last Trading Day, we consider it would be more desirable for the Company to adopt a more active measure by way of the Compensatory Arrangements to mitigate the uncertainty of the fundraising exercise.

Potential dilution effect

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 so as to maintain their proportionate interests in the Company and participate in the future growth of the Group.

Any Unsubscribed Rights Shares and the ES 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. The changes in shareholding structure of the Company arising from completion of the Rights Issue are set out in the section headed "SHAREHOLDING STRUCTURE OF THE COMPANY" in the Board Letter.

Immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and all Unsubscribed Rights Shares and ES Unsold Rights Shares have been placed by the Placing Agent, the shareholding interests of the Qualifying Shareholders will be diluted by up to a maximum of 66.67%, which fall within the range of the Comparables.

Despite any potential dilution impact of the Rights Issue on the shareholding interests of the Shareholders, the terms and structure of the Rights Issue are fair and reasonable and in the interests 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 relatively low price as compared to the recent market price of the Shares; and (iv) the discount of the Subscription Price to the current market price will encourage them to participate in the Rights Issue, we are of the opinion that the potential dilution impact to the public Shareholders who do not participate in the Rights Issue as a result of the Rights Issue is acceptable.

Financial effects of the Rights Issue

Net tangible assets

In light of the above, we are of the view that the overall financial impact to the Group upon completion of the Rights Issue is in the interest of the Company and the Shareholders. According to the "UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP" set out in the Appendix II to the Circular, the unaudited consolidated net tangible assets of the Group attributable to owners of the Company was approximately HK$34.1 million as at 31 December 2025, while the unaudited consolidated net tangible assets per Share before completion of the Rights Issue was approximately HK$0.284; upon completion of the Rights Issue, the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company would increase to approximately HK$56.6 million, while the unaudited pro forma adjusted consolidated net tangible assets per Share immediately after completion of the Rights Issue was approximately HK$0.157.

Gearing ratio and liquidity

According to the 2025 Interim Report, as at 31 December 2025, the unaudited cash and cash equivalents of the Group was approximately HK$21.3 million. Immediately upon completion of the Rights Issue, the cash and cash equivalents of the Group is expected to increase by the expected net proceeds from the Rights Issue of approximately HK$22.5 million.

Upon the completion of the Rights Issue, the equity attributable to owners of Company would be enlarged by the expected net proceeds from the Rights Issue of approximately HK$22.5 million. The gearing ratio was approximately 0.65% as at 31 December 2025.

RECOMMENDATION

Taking into consideration of the principal factors and reasons as set out in this letter, in particular, (i) the decrease in the Group's cash and cash equivalents; (ii) the funding needs of the Group for financing the upfront costs and working capital requirements at different stages of the Group's projects; and general working capital of the Group, (iii) the Rights Issue being considered as a more preferential options as compared to other alternatives under the current circumstance of the Group; (iv) the positive impact on the Group's liquidity position as a result of the Rights Issue; and (v) the Qualifying Shareholders can maintain and even increase their shareholding interest in the Company by participating into the Rights Issue, we are of the opinion that the terms of the Rights Issue are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and the Rights Issue including the transactions contemplated thereunder are in the interests of the Company and the Shareholder as a whole.

Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders, to vote in favour of the ordinary resolution(s) to be proposed at the EGM to approve the Rights Issue and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of
Vinco Financial Limited
Wilson Lam
Executive Director

Note: Mr. Wilson Lam is a licensed person registered with the Securities and Future Commission of Hong Kong and a responsible officer of Vinco Financial Limited to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and has participated in the provision of independent financial advisory services for various transactions involving companies listed in Hong Kong for over 10 years.

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the three years ended 30 June 2023, 2024, 2025 and for the six months ended 31 December 2025 are disclosed in the following documents which have been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (http://www.hklistco.com/8422), respectively:

(a) the audited consolidated financial statements of the Group for the year ended 30 June 2023 is disclosed in the annual report of the Company for the year ended 30 June 2023 published on 29 September 2023, from pages 38 to 87 (https://www1.hkexnews.hk/listedco/listconews/gem/2023/0929/2023092901192.pdf);

(b) the audited consolidated financial statements of the Group for the year ended 30 June 2024 is disclosed in the annual report of the Company for the year ended 30 June 2024 published on 30 September 2024, from pages 38 to 91: (https://www1.hkexnews.hk/listedco/listconews/gem/2024/0930/2024093002326.pdf);

(c) the audited consolidated financial statements of the Group for the year ended 30 June 2025 is disclosed in the annual report of the Company for the year ended 30 June 2025 published on 30 September 2025, from pages 37 to 87: (https://www1.hkexnews.hk/listedco/listconews/gem/2025/0930/2025093002962.pdf); and

(d) the unaudited condensed consolidated interim financial statements of the Group for the six months ended 31 December 2025 is disclosed in the interim report of the Company for the six months ended 31 December 2025 published on 27 February 2026, from pages 2 to 15: (https://www1.hkexnews.hk/listedco/listconews/gem/2026/0227/2026022701392.pdf).

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 March 2026, being the latest practicable date for the purpose of this indebtedness statement, the Group had the following indebtedness:

Lease liabilities

As at 31 March 2026, the Group had lease liabilities of approximately HK$0.17 million.

Save as disclosed above, and apart from intra-group liabilities and normal accounts payables in the ordinary course of business of the Group, as at 31 March 2026, being the latest practicable date for the purpose of preparing this statement of indebtedness, the Group did not have any debt securities issued and outstanding, or authorised or otherwise created but unissued, any other term loans, any other borrowings or indebtedness in the nature of borrowing (including but not limited to bank overdrafts and liabilities under

acceptance (other than normal trade bills)), acceptance credits, finance lease or hire purchase commitments, which are either guaranteed, unguaranteed, secured or unsecured, any other mortgages and charges or any other material contingent liabilities or guarantees.

3. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Company since 30 June 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up.

4. WORKING CAPITAL

As at the Latest Practicable Date, the Company has obtained a working capital sufficiency confirmation letter from its auditor as required under Rule 12.26C of the GEM Listing Rules. The Directors, after due and careful consideration, are of the opinion that in the absence of unforeseeable circumstances, taking into account the financial resources available to the Group and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its present requirements for at least the next twelve (12) months following the date of this circular.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in the provision of specialised works and general building works as a contractor in Hong Kong, through its operating subsidiaries. The Group undertakes specialised works including foundation and site formation works, demolition works and ground investigation field works. The Group also undertakes general building works including superstructure building works, slope maintenance works, hoarding works, alteration and addition works, other miscellaneous renovation and construction works.

For the six months ended 31 December 2025, the Group recorded a net loss of approximately HK$0.1 million as compared to a net profit of approximately HK$0.2 million for the corresponding period in 2024. The loss was mainly attributable to the decrease in gross profit and the increase in administrative expenses during the six months ended 31 December 2025.

The Group expects the business environment continues to be challenging and competitive. As a result of Hong Kong's property market being on the downward trend recently, the uncertainties in the execution of the construction projects increase the overall operational risks of the Group. Despite the challenges ahead, the Group is optimistic in the long term and believes opportunities always exist in the construction and renovation market. The Board will continue to exercise due care in pursuing business development so as to strike a balance between various business risks and opportunities. With the experienced and professional management team, established relationship with the customers and suppliers as well as the Group's commitment to maintain high safety and working standard, the Board are of the view that the Group is well-

positioned to capture further business opportunities by focusing on the foundation and site formation works, superstructure building works and renovation projects. The Group will continue to pursue its business objectives and strategies: (i) expanding the market share and compete for more foundation and site formation projects, superstructure building works projects, and renovation projects and (ii) adherence to prudent financial management to ensure sustainable growth and capital sufficiency. While the Group is closely monitoring the latest development of Hong Kong's property market, it would adjust its strategies from time to time when necessary.

Bearing in mind the associated risks and in order to maximise the returns to the Shareholders, the Directors may also consider other potential investment opportunities to diversify its business scope and broaden the sources of income of the Group.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group believes that there are certain risks and uncertainties involved in the operations, some of which are beyond the Group's control. Some of the major risks include:

(i) the Group's revenue relies on successful tenders or quotations of specialized works, general building works and renovation works projects which are non-recurring in nature, and there is no guarantee that the customers will provide the Group with new business or that the Group will secure new customers;

(ii) the Group makes estimation of the project costs in the tenders and quotations and any failure to accurately estimate the costs involved and/or delay in completion of any project may lead to cost overruns or even result in losses;

(iii) the Group relies on subcontractors to perform a portion of the site works and unsatisfactory performance or unavailability of the Group's subcontractors may adversely affect the Group's operations and profitability;

(iv) the Group is exposed to customers' credit risks and the Group's liquidity position may be adversely affected if the customers fail to make payment on time or in full;

(v) the Group's performance depends on trends and developments in the construction industry in Hong Kong; and

(vi) the Group's performance depends on market conditions and the general economic and political conditions in Hong Kong.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS ATTRIBUTABLE TO OWNERS OF THE COMPANY

Introduction

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2025 (the "**Unaudited Pro Forma Financial Information**") which has been prepared by the directors of the Company in accordance with Rule 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 is for illustration only, and is set out in this appendix to illustrate the effects of the Rights Issue, on the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2025, as if the Rights Issue had taken place on such date.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2025 or any future date following the Rights Issue.

The Unaudited Pro Forma Financial Information is prepared based on the consolidated net tangible assets of the Group attributable to owners of the Company derived from the unaudited consolidated statement of financial position of the Group as at 31 December 2025 as extracted from the published interim report of the Company for the six months ended 31 December 2025, after incorporating the adjustments described in the accompanying notes.

	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 *HK$'000* *(Note 1)*	Unaudited estimated net proceeds from the Rights Issue *HK$'000* *(Note 2)*	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2025 immediately after completion of the Rights Issue *HK$'000*	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share *HK$* *(Note 3)*	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share immediately after completion of the Rights Issue *HK$* *(Note 4)*
Based on 240,000,000 Rights Shares to be issued at Subscription Price of HK$0.10 per Rights Share	34,085	22,500	56,585	0.28	0.16

Notes:

1. The unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 were approximately HK$34,085,000, which has been extracted from the unaudited condensed consolidated statement of financial position of the Group as at 31 December 2025, as shown on the published interim report of the Company for the six months ended 31 December 2025 by the Directors.

2. The estimated net proceeds from the Rights Issue of approximately HK$22,500,000 are based on 240,000,000 Rights Shares to be issued at HK$0.10 per Rights Share after deducting estimated related expenses of approximately HK$1,500,000, which is directly attributable to the Right Issue.

3. The calculation of unaudited consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately before completion of Rights Issue are calculated based on the unaudited consolidated net tangible assets of the Group as at 31 December 2025 of approximately HK$34,085,000, divided by 120,000,000 Shares in issue as at 31 December 2025.

4. The calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share immediately after completion of the Rights Issue is based on unaudited pro forma adjusted consolidated net tangible assets of the Group of approximately HK$56,585,000 attributable to the owners of the Company as at 31 December 2025 immediately after completion of the Rights Issue, being the aggregate of unaudited consolidated net tangible assets of the Group of approximately HK$34,085,000 attributable to the owners of the Company as at 31 December 2025 and the estimated net proceeds from the Rights Issue of approximately HK$22,500,000, divided by 360,000,000 Shares which represents the sum of 120,000,000 Shares in issue and 240,000,000 Rights Shares were issued immediately after completion of the Rights Issue, as if the Rights Issue had been completed on 31 December 2025.

5. Save as disclosed above, no adjustments have been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2025.

B. ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from McMillan Woods (Hong Kong) CPA Limited, Certified Public Accountants, Hong Kong, the independent reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this Circular.



24/F., Siu On Centre,
188 Lockhart Road
Wan Chai, Hong Kong

The Board of Directors of
WT Group Holdings Limited

18 May 2026

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of WT Group Holdings Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**") by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 December 2025 and related notes as set out on pages II-1 to II-2 of the circular issued by the Company dated 18 May 2026 (the "**Circular**"). The applicable criteria on the basis of which the directors have compiled the unaudited pro forma financial information are described in Section A of Appendix II of the Circular.

The unaudited pro forma financial information has been compiled by the directors of the Company to illustrate the impact of the proposed rights issue on the basis of two rights share for every one existing share (the "**Rights Issue**") held on the record date on the Group's financial position as at 31 December 2025 as if the Rights Issue had taken place as at 31 December 2025. As part of this process, information about the Group's net tangible assets as at 31 December 2025 has been extracted by the directors from the unaudited consolidated financial statements of the Group for the six months ended 31 December 2025, on which an interim report 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 Rule 7.31 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing 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**").

Our Independence and Quality Control

We have complied with the independence and other ethical requirement of the ''Code of Ethics for Professional Accountants'' issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 ''Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements'' which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by Rule 7.31(7) of the GEM Listing 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 Circular'' issued by the HKICPA. This standard requires that the reporting accountant plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the unaudited pro forma financial information in accordance with Rule 7.31 of the GEM Listing 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 unadjusted financial information of the Group as if the event had occurred or the 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 as at 31 December 2025 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 unaudited 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 Rule 7.31(1) of the GEM Listing Rules.

Yours faithfully,

McMillan Woods (Hong Kong) CPA Limited
Certified Public Accountants
Hong Kong

Ho Wai Kuen
Practicing Certificate Number – P05966

1. RESPONSIBILITY STATEMENT

This circular, 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 Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately following the completion of the Rights Issue (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 by Qualifying Shareholders) are as follows:

(I) As at the Latest Practicable Date

Authorised:		*HK$*
500,000,000	Shares of HK$0.10 each	50,000,000
Issued and fully-paid:		
120,000,000	Shares of HK$0.10 each	12,000,000

(II) Immediately following the completion of the Rights Issue (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 by Qualifying Shareholders)

Authorised:		*HK$*
500,000,000	Shares of HK$0.10 each	50,000,000
Issued and fully-paid:		
120,000,000	Shares of HK$0.10 each	12,000,000
240,000,000	Rights Shares to be issued pursuant to the Rights Issue	24,000,000
360,000,000	Shares in issue immediately after completion of the Rights Issue	36,000,000

All of the Rights Shares to be issued will rank *pari passu* in all respects with each other. Holder of the Rights Shares in their fully-paid form will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares. The Rights Shares to be issued will be listed on the Stock Exchange.

The Company adopted a share option scheme on 1 December 2017 pursuant to which the total number of Shares in respect of which options may be granted under the share option scheme shall not exceed 12,000,000 Shares.

As at the Latest Practicable Date, the Company did not have any outstanding derivatives, options, warrants and convertible securities or other similar rights which are convertible or exchangeable into Shares and no capital of any member of the Group is under option, or agreed conditionally or unconditionally to be put under option or agreed conditionally or unconditionally to be put under option. The Company has no intention to issue or grant any convertible securities, warrants and/or options on or before the Record Date.

The Rights Shares to be issued will be listed on the Stock Exchange. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

As at the Latest Practicable Date, the Company does not hold any treasury shares.

3. INTEREST IN SECURITIES

(a) Directors' and chief executive's interests

As at the Latest Practicable Date, none of the Directors and chief executives of the Company had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein; or (iii) pursuant to the standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

(b) Interests of substantial shareholders

As at Latest Practicable Date, so far as the Directors are aware, the following person or corporation, other than the Directors and chief executives of the Company, had interest or a short position in the Shares or underlying Shares which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long Position in the Shares

Name of Shareholders	Capacity	Number of the Shares held/ interested in	Approximate percentage of the total issued share capital of the Company
Zhao Xue Mei	Beneficial owner	8,999,000	7.49%

Save as disclosed above, as at Latest Practicable Date, so far as the Directors are aware, there was no person or corporation, other than the Directors and chief executives of the Company, had any interest or a short position in the Shares or underlying Shares which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or proposed to enter into any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their respective close associates was interested in any business which competed, or might compete, either directly or indirectly, with the business of the Group pursuant to the GEM Listing Rules.

6. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS OF THE GROUP

As at the Latest Practicable Date:

(a) none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group; and

(b) none of the Directors had any direct and indirect interest in any assets which had been acquired or disposed of by or leased to, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 30 June 2025, being the date to which the latest published audited financial statements of the Company were made up.

7. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance nor was any litigation or claims of material importance known to the Directors to be pending or threatened against any member of the Group.

8. MATERIAL CONTRACTS

Save as disclosed below, there had been no contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by members of the Group, entered into by members of the Group within the two years immediately preceding the Latest Practicable Date:

(a) the Placing Agreement dated 20 March 2026; and

(b) the Supplemental Placing Agreement dated 27 April 2026.

9. EXPENSES

The expenses in connection with the Rights Issue, including placing commission (assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and placing all Unsubscribed Rights Shares and ES Unsold Rights Shares by Placing Agent) and professional fees payable to financial advisers, legal advisers, financial printer and other parties involved in the Rights Issue are estimated to be approximately HK$1.5 million, which are payable by the Company.

10. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Registered office	:	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Head office and principal place of business in Hong Kong	:	Flat A, 6/F Evernew Commercial Centre 33 Pine Street Tai Kok Tsui, Kowloon Hong Kong
Placing Agent	:	Suncorp Securities Limited Room 2305, 23/F The Centre, 99 Queen's Road Central Hong Kong
Independent financial adviser to the Independent Board Committee and the Independent Shareholders	:	Vinco Financial Limited Unit 2808, 28/F The Center 99 Queen's Road Central Hong Kong
Legal adviser to the Company as to Hong Kong law in relation to the Rights Issue	:	ZM Lawyers Unit A, 20/F Central 88 88-98 Des Voeux Road Central Hong Kong
Reporting accountants	:	McMillan Woods (Hong Kong) CPA Limited 24/F, Siu On Centre 188 Lockhart Road Wan Chai, Hong Kong

Principal bankers in Hong Kong	:	Bank of China (Hong Kong) Limited 1 Garden Road Hong Kong Chiyu Banking Corporation Limited 78 Des Voeux Road Central Hong Kong
Principal share registrar	:	Conyers Trust Company (Cayman) Limited Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Hong Kong branch share registrar and transfer office	:	Tricor Investor Services Limited 17/F., Far East Finance Centre 16 Harcourt Road, Hong Kong
Authorised representatives	:	Ms. Wong Mei Chun Flat A, 6/F Evernew Commercial Centre 33 Pine Street Tai Kok Tsui, Kowloon Hong Kong Mr. Fung Chun Yuen Flat A, 6/F Evernew Commercial Centre 33 Pine Street Tai Kok Tsui, Kowloon Hong Kong
Company secretary	:	Mr. Fung Chun Yuen Member of the Hong Kong Institute of Certified Public Accountants

11. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Board (the "**Audit Committee**") comprised all of the independent non-executive Directors, namely Mr. Yu Tat Chi Michael (the Chairman of the Audit Committee), Ms. Chan Sin Wa Carrie and Ms. Li Cangyu. The background, directorship and past directorship (if any) of each of the members of the Audit Committee are set out in the section headed "13. Particulars of the Directors" in this appendix.

The primary role and function of the Audit Committee are to oversee the relationship with the external auditors, to review the Group's preliminary quarterly results, interim results and annual results and to monitor compliance with statutory and listing requirements.

12. EXPERTS AND CONSENTS

The following is the qualification of the expert who has given opinions or advice, which are contained or referred to in this circular:

Name	Qualification
Vinco Financial Limited	A corporation licensed by the SFC to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activity under the SFO
McMillan Woods (Hong Kong) CPA Limited	Certified Public Accountants

As at the Latest Practicable Date, each of the above experts:

(a) has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter or opinions or advice and references to its name, in the form and context in which they appear;

(b) did not have any shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and

(c) did not have any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 30 June 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up.

As at the Latest Practicable Date, each of the above experts was not materially interested, directly or indirectly, in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group.

13. PARTICULARS OF THE DIRECTORS

Executive Directors

Ms. Wong Mei Chun, aged 66, was appointed as the executive Director on 28 July 2021. She has over 25 years of experience in construction and electrical engineering industry. Before joining the Group, Ms. Wong was a senior project director of a sole proprietor in Hong Kong principally engaged in the provision of electrical and mechanical engineering services since 1996. Ms. Wong has extensive experience in project management, production operation and financial management in both Hong Kong and the PRC. Ms. Wong has an established network of relationship with business operators in the construction and engineering industry.

Independent non-executive Directors

Ms. Chan Sin Wa Carrie, aged 47, was appointed as an independent non-executive Director on 28 July 2021. Ms. Chan has extensive working experience in the accounting and auditing industry. Ms. Chan graduated from Oxford Brookes University in applied accounting and was an audit manager in a medium-sized audit firm. Ms. Chan is a member of the Hong Kong Institute of Certified Public Accountants. Ms. Chan was an independent non-executive director of Kirin Group Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8109) from July 2015 to September 2020.

Ms. Li Cangyu, aged 41, was appointed as the independent non-executive Director on 12 January 2024. She obtained an associate degree in Business Administration from Xian Jiaotong University (西安交通大學) in 2013 and has 10 years of management and working experience in construction material industry in the PRC. She worked as sales director in a construction material trading company since 2020 and has excellent marketing network in the PRC.

Mr. Yu Tat Chi Michael, aged 61, was appointed as the independent non-executive Director on 20 September 2021. Mr. Yu holds a bachelor of commerce degree from the University of New South Wales, Australia. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yu is also a founding member of The Hong Kong Independent Non-Executive Director Association. Mr. Yu has many years of experience in accounting, corporate finance and asset management. He had held senior management positions in several listed companies in Hong Kong.

Mr. Yu is currently an independent non-executive director of each of Golden Resources Development International Limited (a company listed on the Main Board of The Stock Exchange, stock code: 677) since August 2012, China Netcom Technology Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8071) since August 2017, Lerado Financial Group Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1225) since February 2018 and Harbour Digital Asset Capital Limited (a company listed on the Main Board of the Stock Exchange, stock code: 913) since August 2020, and an executive director of Sino Splendid Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8006) since February 2024. Mr. Yu was an independent non-executive director of Novautek Technologies Group Limited (a company listed on the Main Board of The Stock Exchange, stock code: 519) from 14 September 2016 to 30 December 2024.

Business address of the Directors

The business address of the Directors is the same as the Company's headquarters and principal place of business in Hong Kong at Flat A, 6/F, Evernew Commercial Centre, 33 Pine Street, Tai Kok Tsui, Kowloon, Hong Kong

14. MISCELLANEOUS

(a) 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.

(b) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

(c) The Group has no exposure to foreign exchange liabilities.

15. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be published on the websites of the Stock Exchange (https://www.hkexnews.hk/) and the Company (www.hklistco.com/8422) from the date of this circular up to and including the date of the EGM:

(a) the annual report of the Company for the year ended 30 June 2023;

(b) the annual report of the Company for the year ended 30 June 2024;

(c) the annual report of the Company for the year ended 30 June 2025;

(d) the interim report of the Company for the 6 months ended 31 December 2025;

(e) the letter from the Board, the text of which is set out on pages 11 to 35 of this circular;

(f) the letter from the Independent Board Committee, the text of which is set out on pages 36 to 37 of this circular;

(g) the letter from Vinco Financial, the text of which is set out on pages 38 to 64 of this circular;

(h) the accountant's report on the unaudited pro forma financial information of the Group issued by McMillan Woods (Hong Kong) CPA Limited, the text of which is set out in Appendix II to this circular;

(i) the material contracts (including the Placing Agreement) as referred to in the section headed "8. Material contracts" in this appendix;

(j) the written consent referred to in the section headed "12. Experts and consents" in this appendix; and

(k) this circular.

WT GROUP HOLDINGS LIMITED
WT 集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8422)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of WT Group Holdings Limited (the "**Company**") will be held at Portion 2, 12/F, the Center, 99 Queen's Road Central, Hong Kong on Wednesday, 10 June 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed with or without amendment as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

"**THAT** conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Rights Shares (as defined below) to be allotted and issued to the shareholders of the Company (the "**Shareholders**") pursuant to the terms and conditions of the Rights Issue (as defined below); and (ii) satisfaction of all conditions as set out in the paragraph headed "Conditions of the Rights Issue" in the letter from the board of the circular of the Company dated 18 May 2026 becoming unconditional and not being terminated in accordance with its terms:

(a) the issue by way of rights issue (the "**Rights Issue**") of 240,000,000 ordinary shares (the "**Rights Shares**") at the subscription price of HK$0.10 per Rights Share to the qualifying shareholders (the "**Qualifying Shareholders**") of the Company whose names appear on the register of members of the Company on the date by reference to which entitlement under the Rights Issue will be determined (other than those shareholders (the "**Excluded Shareholders**") with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of two (2) Rights Shares for every one (1) Shares of the Company then held on the Record Date at the subscription price of HK$0.10 per Rights Share and otherwise on the terms and conditions set out in the Circular be and is hereby approved;

(b) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to the Rights Issue notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the Excluded Shareholders as they may deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;

(c) the placing agreement dated 20 March 2026, supplemented by supplemental placing agreement dated 27 April 2026, (the "**Placing Agreements**") entered into between the Company and Suncorp Securities Limited (a copy of which has been produced to the EGM marked "B" and signed by the chairman of the meeting for the purpose of identification), in relation to the placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares at the placing price of not less than the Subscription Price on a best effort basis, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(d) any one or more of the Directors be and is/are hereby authorised to sign or execute such documents, do all such acts and things and to take such steps as he/they consider necessary, desirable or expedient to carry out, to give effect to or in connection with the Rights Issue, the Placing Agreements or any transaction contemplated thereunder."

Yours faithfully,
For and on behalf of the Board
WT Group Holdings Limited
Wong Mei Chun
Executive Director

Hong Kong, 18 May 2026

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

Principal place of business in Hong Kong:
Flat A, 6/F
Evernew Commercial Centre
33 Pine Street
Tai Kok Tsui, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.

2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong at least 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.

3. The register of members of the Company will be closed from Friday, 5 June 2026 to Wednesday, 10 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 4 June 2026.

4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

5. The Meeting is expected to last for less than half a day. Members (in person or by proxy) attending the Meeting are responsible for their own transportation and accommodation expenses. Members or their proxies attending the Meeting shall present their identity certifications.

6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions the government of Hong Kong announces in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage caused by super typhoons according to the revised "Code of Practice in Times of Typhoons and Rainstorms" issued by the Labour Department of Hong Kong" is/are in effect any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the websites of the Company at www.hklistco.com/8422 and the Stock Exchange's website at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

7. Any voting at the meeting shall be taken by poll.

As at the date of this notice, the Board comprises Ms. Wong Mei Chun as executive Director; Ms. Chan Sin Wa Carrie, Ms. Li Cangyu and Mr. Yu Tat Chi Michael as independent non-executive Directors.

This notice, 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the day of its publication and on the website of the Company at www.hklistco.com/8422.