
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this prospectus or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser. Capitalised terms used herein shall have the same meanings as those defined in the section headed “Definitions” in this Prospectus, unless otherwise stated.

If you have sold or transferred all your shares in Hong Wei (Asia) Holdings Company Limited (the “Company”), you should at once hand the Prospectus Documents to the purchaser(s) or other transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed “15. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility for the contents of any of the Prospectus Documents or other aforesaid documents.

You should read the whole of the Prospectus Documents including the discussions of certain risks and other factors as set out in the section headed “Letter from the Board – Warning of the Risks of Dealing in the Shares and/or the nil-paid Rights Shares” in this Prospectus. Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC and you should consult a stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second 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.

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

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

This Prospectus is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdictions in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the laws of any state or jurisdiction of the United States, and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the Securities Act and applicable state laws. There is no intention to register any portion of the Rights Shares or any securities described herein in the United States or to conduct a public offering of securities in the United States.



HONG WEI (ASIA) HOLDINGS COMPANY LIMITED

鴻偉（亞洲）控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 8191)

PROPOSED RIGHTS ISSUE ON THE BASIS OF FOUR (4) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

Placing Agent



Unless the context requires otherwise, capitalised terms used on this cover shall have the same meanings as those defined in this Prospectus.

The Rights Issue is on a non-underwritten basis. Pursuant to the Company’s constitutional document, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) and the GEM Listing Rules, there is no requirement for a minimum level of subscription in the Rights Issue. The Rights Issue is subject to fulfillment of the conditions of the Rights Issue as set out in the paragraph headed “Letter from the Board – Rights Issue – Conditions of the Rights Issue” of this Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Monday, 13 July 2026). If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

It should be noted that the Shares have been dealt in on an ex-entitlement basis from Thursday, 28 May 2026. Dealings in the Rights Shares in nil-paid form are expected to take place from Wednesday, 10 June 2026 to Wednesday, 17 June 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 Wednesday, 10 June 2026 to Wednesday, 17 June 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 own professional advisers.

The latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Tuesday, 23 June 2026. The procedures for acceptance and transfer are set out in the section headed “Letter from the Board – Rights Issue – Procedures for acceptance and payment and/or transfer” of this Prospectus.

8 June 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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DEFINITIONS

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

“2025 Annual Report”	the annual report of the Company for the year ended 31 December 2025 published on 30 April 2026
“Announcement”	the announcement of the Company dated 17 April 2026 in relation to the Rights Issue and the Placing
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, a Sunday, a public holiday and a day on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks are open for general banking business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Registry”	Companies Registry of Hong Kong
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“Company”	Hong Wei (Asia) Holdings Company Limited (鴻偉(亞洲)控股有限公司)(Stock Code: 8191), an company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on GEM
“Compensatory Arrangements”	the compensatory arrangements pursuant to Rule 10.31(1)(b) of the GEM Listing Rules as described in the section headed “Procedures in respect of the Unsubscribed Rights Shares and ES Unsold Rights Shares and the Compensatory Arrangements” in this Prospectus
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules

DEFINITIONS

“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 convened to consider and, if thought fit, to approve, among other things, 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 Shareholders (if any) 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 Listing Committee”	has the same meaning ascribed to it under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“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 Administration Region of the PRC

DEFINITIONS

“Independent Board Committee”	the independent committee of the Board comprising all the independent non-executive Directors namely Mr. Cheung Wai Yin Wilson, Mr. Guo Ensheng and Ms. Zhao Jianhong, which has been established to advise the Independent Shareholders in respect of the Rights Issue
“Independent Financial Adviser”	Red Sun Capital Limited, a licensed corporation authorised to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, which has been appointed by the Company as the independent financial adviser, with the approval of the Independent Board Committee, to advise the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue
“Independent Shareholders”	Shareholders other than (i) all executive Directors and their respective associates (as defined under the GEM Listing Rules); (ii) those who are involved in or interested in the Rights Issue; and (iii) those who are required under the GEM Listing Rules to abstain from voting at the EGM
“Independent Third Parties”	third parties independent of, and not connected with, the Company and its connected persons
“Last Trading Day”	17 April 2026, being the last trading day for the Shares immediately prior to the date of the Announcement
“Latest Practicable Date”	3 June 2026, being the latest practicable date prior to the printing of this Prospectus for ascertaining certain information contained herein
“Latest Time for Acceptance”	4:00 p.m. on Tuesday, 23 June 2026 (or such other time and date as may be determined by the Company), being the latest time for the application of, and payment for, the Rights Shares
“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and ES Unsold Rights Shares placed by the Placing Agent and/or its sub-placing agent(s) under the Placing Agreement) under the Compensatory Arrangements

DEFINITIONS

“No Action Shareholders”	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renounees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed, and/or the Excluded Shareholders (if any)
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong
“PAL”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placing”	the offer by way of private placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares on a best effort basis by the Placing Agent and/or its sub-placing agent(s) to independent placee(s), who and whose ultimate beneficial owners shall be Independent Third Party(ies), during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	DL Securities (HK) Limited, a licensed corporation by the SFC to carry out and conduct type 1 (dealing in securities) and type 4 (advising on securities), and type 6 (advising on corporate finance) regulated activities under and pursuant to the SFO
“Placing Agreement”	the placing agreement dated 17 April 2026 entered into between the Company and the Placing Agent in respect of the Placing
“Placing End Date”	6:00 p.m. on Friday, 10 July 2026 or such other time and/or date as the Company and the Placing Agent may agree
“Placing Long Stop Date”	Monday, 13 July 2026 or such later date as the Company may announce
“Placing Period”	the period commencing from Monday, 6 July 2026 and ending at 6:00 p.m. on Friday, 10 July 2026

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this Prospectus excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus” or “this Prospectus”	the prospectus to be issued by the Company in relation to the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL(s)
“Prospectus Posting Date”	Monday, 8 June 2026 or such other date as may be determined by the Company, being the date of which the Prospectus Documents are made available to the Qualifying Shareholders and the Prospectus for information only to the Excluded Shareholders
“Qualifying Shareholder(s)”	Shareholder(s), whose name(s) appear on the register of members of the Company on the Record Date, other than the Excluded Shareholders
“Record Date”	Friday, 5 June 2026 or such other date as may be determined by the Company, being the date for determining entitlements of the Shareholders to participate in the Rights Issue
“Registrar”	Tricor Investor Services Limited, the Company’s Hong Kong share registrar and transfer office, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Rights Issue”	the proposed offer for subscription of the Rights Shares at the Subscription Price on the basis of four (4) Rights Shares for every one (1) Share held by the Shareholders on the Record Date and subject to the conditions set out in the section headed “Letter from the Board – Conditions of the Rights Issue” in this Prospectus
“Rights Share(s)”	up to 294,873,692 Shares (assuming no change in the number of Shares in issue on or before the Record Date) to be allotted and issued pursuant to the Rights Issue
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of the Company
“Share Option(s)”	share option(s) granted or to be granted under the Share Option Scheme to subscribe for Shares in accordance with the terms thereof
“Share Option Scheme”	the share option scheme adopted by the Company on 12 May 2017
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.13 per Rights Share
“substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers (as amended and supplemented from time to time)
“Unsubscribed Rights Shares”	the Rights Shares that are not subscribed by the Qualifying Shareholders or holders of nil-paid rights
“%”	per cent

EXPECTED TIMETABLE

The expected timetable for the Rights Issue and the Placing and the associated trading arrangement is for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

Event	Time and Date
First day of dealings in nil-paid Rights Shares in the board lot size of 6,000 Rights Shares	Wednesday, 10 June 2026
Latest time for splitting the PALs	4:30 p.m. on Friday, 12 June 2026
Last day of dealings in nil-paid Rights Shares in the board lot size of 6,000 Rights Shares	Wednesday, 17 June 2026
Latest time for acceptance of and payment for the Rights Shares	4:00 p.m. on Tuesday, 23 June 2026
Announcement of the number of the Unsubscribed Rights Shares and ES Unsold Rights Shares subject to the Placing	Friday, 3 July 2026
Commencement of the Placing Period (if there are any Unsubscribed Rights Shares and ES Unsold Rights Shares available)	Monday, 6 July 2026
Latest time for placing of Unsubscribed Rights Shares and ES Unsold Rights Shares (if any)	6:00 p.m. on Friday, 10 July 2026
Latest time for the Rights Issue and the Placing to become unconditional	4:00 p.m. on Monday, 13 July 2026
Rights Issue settlement date and Placing completion date	Thursday, 16 July 2026
Announcement of the results of the Rights Issue (including the results of the Placing and the Net Gain)	Friday, 17 July 2026
Despatch of share certificates of fully-paid Rights Shares or refund cheques, if any (if the Rights Issue is terminated)	Monday, 20 July 2026
First day of dealings in fully-paid Rights Shares commence	Tuesday, 21 July 2026
Payment of Net Gain to relevant No Action Shareholders (if any) or Excluded Shareholders (if any)	Monday, 27 July 2026

EXPECTED TIMETABLE

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 will not take place if a tropical cyclone warning signal no. 8 or above, or “extreme conditions” or a “black” rainstorm warning is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Tuesday, 23 June 2026. Instead, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day;
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Tuesday, 23 June 2026. 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 at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Tuesday, 23 June 2026, the dates mentioned in the expected timetable may be affected. The Company will notify Shareholders by way of announcement on any change to the expected timetable as soon as practicable.

LETTER FROM THE BOARD



HONG WEI (ASIA) HOLDINGS COMPANY LIMITED

鴻偉（亞洲）控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8191)

Executive Director:

Ms. Liu Yan (*Chairlady and Chief Executive Officer*)

Non-executive Director:

Mr. Chen Gang

Independent Non-executive Directors:

Mr. Cheung Wai Yin Wilson

Mr. Guo Ensheng

Ms. Zhao Jianhong

Registered Office:

Unit 603, 6/F

Admiralty Centre, Tower 1,

18 Harcourt Road, Admiralty

Hong Kong

8 June 2026

To the Shareholders:

Dear Sir or Madam,

**PROPOSED RIGHTS ISSUE ON THE BASIS OF
FOUR (4) RIGHTS SHARES FOR EVERY ONE (1) SHARE
HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS**

INTRODUCTION

References are made to the Announcement and the circular of the Company dated 5 May 2026 in relation to, among other things, the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.

At the EGM held on Tuesday, 26 May 2026, the resolution for approving, among other things, the Rights Issue and the Placing Agreement was duly passed by the Independent Shareholders. Please refer to the announcement of the Company dated Tuesday, 26 May 2026 in relation to, the poll results of the EGM.

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with, among other things, (i) further information regarding the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to the Qualifying Shareholders; (ii) financial information of the Group; (iii) unaudited pro forma financial information of the Group; and (iv) other information of the Group.

PROPOSED RIGHTS ISSUE

The Company proposes to conduct the Rights Issue on the basis of four (4) Rights Shares for every one (1) existing Share held on the Record Date at the Subscription Price of HK\$0.13 per Rights Share, to raise up to HK\$38.33 million before expenses by way of issuing up to 294,873,692 Rights Shares (assuming no change in the number of issued Shares on or before the Record Date). Set out below are the details of the Rights Issue statistics:

Rights Issue Statistics

Basis of the Rights Issue	:	Four (4) Rights Shares for every one (1) existing Share held at the close of business on the Record Date
Subscription Price	:	HK\$0.13 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	73,718,423 Shares
Number of Rights Shares	:	Up to 294,873,692 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date). Assuming no change in the number of issued Shares on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the 294,873,692 Rights Shares to be issued pursuant to the terms of the proposed Rights Issue represents (i) 400% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) 80% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

LETTER FROM THE BOARD

Number of Shares in issue as enlarged by the allotment and issue of the Rights Shares	:	Up to 368,592,115 Shares (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue)
Gross proceeds from the Rights Issue	:	Up to approximately HK\$38.33 million
Net proceeds from the Rights Issue	:	Up to approximately HK\$37.19 million
Net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue)	:	Approximately HK\$0.126 per Rights Share (assuming full subscription under the Rights Issue and no change in the number of Shares).
Rights of excess application and underwriter	:	There will be no excess application arrangements in relation to the Rights Issue and the Rights Issue is not underwritten.
Compensatory Arrangements	:	Any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent places on a best effort basis under the Compensatory Arrangements. Any of the Rights Shares which remain unsold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

As at the Latest Practicable Date, the Company has no outstanding debt securities, derivatives, options, warrants, convertible securities or other similar securities which are convertible or exchangeable into Shares.

Undertakings

The Company has not received any information or irrevocable undertaking from any shareholder of the Company of their intention to take up the Rights Shares to be provisionally allotted to them under the Rights Issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

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. In the event that the Rights Issue is not fully-subscribed, any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent places on a best effort basis by the Placing Agent under the Compensatory Arrangements. Any Unsubscribed Rights Shares and ES Unsold Rights Shares which are 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 are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue. As the Rights Issue will proceed on a non-underwritten basis, any 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 does not trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 10.26(2) of the GEM Listing Rules. As at the Latest Practicable Date, the Board has not received any information or undertaking from any substantial shareholders of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue.

Subscription Price

The Subscription Price is HK\$0.13 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 16.13% to the closing price of HK\$0.155 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 16.13% to the closing price of HK\$0.155 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 10.47% to the average of the closing prices of HK\$0.1452 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 8.84% to the average of the closing prices of approximately HK\$0.1426 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;

LETTER FROM THE BOARD

- (v) a discount of approximately 3.70% to the theoretical ex-rights price of approximately HK\$0.135 per Share as adjusted for the effect of the Rights Issue, based on the closing price of HK\$0.155 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (vi) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 12.9% to the existing Shareholders if they elect not to participate in the Rights Issue, which is calculated based on the theoretical ex-rights price of approximately HK\$0.135 per Share and the benchmarked price of HK\$0.155 per Share (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK\$0.155 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day of approximately HK\$0.1422 per Share); and
- (vii) a discount of approximately 85.43% to the consolidated net asset value per Share of approximately HK\$0.892 (based on the latest published consolidated net asset value of the Company of HK\$65,758,000 as at 31 December 2025 and 73,718,423 Shares in issue as at the Latest Practicable Date).

The Subscription Price was determined by the Company with reference to, among others, (i) the recent closing prices of the Shares; (ii) the financial position of the Group; and (iii) the reasons as discussed in the section headed “REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS” below in this Prospectus.

Qualifying Shareholders

The Company will make available the Prospectus Documents to the Qualifying Shareholders only. For the Excluded Shareholders, subject to the advice of the Company’s legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company may make available copies of the Prospectus to them for their information only, but no PAL will be sent to the Excluded Shareholders. To qualify for the Rights Issue, a Shareholder must at the close of business on the Record Date: (i) be registered on the register of members of the Company; and (ii) not be an Excluded Shareholder.

Beneficial owners whose Shares are held by nominee companies (or held in CCASS) should note that the Board will regard a nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Beneficial owners with their Shares held by nominee companies (or held in CCASS) are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

LETTER FROM THE BOARD

In order to be registered as a member of the Company on the Record Date, a Shareholder must lodge the relevant transfer(s) of the Share(s) (with the relevant share certificates) for registration with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Friday, 29 May 2026.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Excluded Shareholders should note that their shareholdings in the Company will be diluted.

Rights of Overseas Shareholders

The Prospectus will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders, if any, may not be eligible to take part in the Rights Issue. The Company will send the Prospectus (without the PAL) to the Excluded Shareholders for their information only.

The Company notes the requirements specified in the notes to Rule 17.41(1) of the GEM Listing Rules, and is in the process of making reasonable enquiries regarding the feasibility of extending the Rights Issue to Overseas Shareholders present on the Record Date. If, after such enquiries, the Company is of the opinion that it would be necessary or expedient, on account of the legal restrictions or prohibitions under the laws of the relevant jurisdictions or any requirements of the relevant regulatory body or stock exchange in such jurisdictions, not to offer the Rights Shares to the relevant Overseas Shareholders, no provisional allotment of nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. Such Overseas Shareholders will be regarded as Excluded Shareholders and will not qualify for the Rights Issue. The basis of exclusion of Excluded Shareholders, if any, will be disclosed in the Prospectus.

Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholder(s) to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid pro rata to the Excluded Shareholder(s). The Company will retain individual amounts of HK\$100 or less for the benefit of the Company.

LETTER FROM THE BOARD

Based on the register of members of the Company as at the Latest Practicable Date, there were no Overseas Shareholder with registered address situated outside Hong Kong. The Company will continue to ascertain whether there are any other Overseas Shareholders (other than the aforesaid) as at the Record Date and, if applicable, will make further enquiries with legal advisers in other overseas jurisdictions regarding the feasibility of extending the Rights Issue to such Overseas Shareholder (if any) as at the Record Date.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue subject to the results of the enquiries made by the Company pursuant to the GEM Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Basis of provisional allotment

The basis of the provisional allotment shall be four (4) Rights Shares for every one (1) Share in issue and held at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

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. There will be no excess application arrangements in relation to the Rights Issue.

No fractional entitlements to the Rights Shares

On the basis of provisional allotment of four (4) Rights Shares for every one (1) Share held on the Record Date, no fractional entitlements to the Rights Shares shall arise under the Rights Issue. No odd lot matching services in relation to the Rights Issue will be provided.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, shall rank *pari passu* in all respects 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 date of allotment of the Rights Shares in their fully-paid form.

LETTER FROM THE BOARD

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Monday, 20 July 2026. If the Rights Issue does not become unconditional, refund cheques are expected to be posted on or before Monday, 20 July 2026 by ordinary post, at the respective Shareholders' own risk, to their registered addresses.

Procedures for acceptance and payment and/or transfer of the Rights Shares provisionally allotted

Qualifying Shareholders should find enclosed with this prospectus a PAL which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If a Qualifying Shareholder wishes to accept all the Rights Shares provisionally allotted to him/her/it as specified in the PALs, he/she/it must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:00 p.m. on Tuesday, 23 June 2026 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the section headed "Expected Timetable – Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" in this Prospectus).

All remittances must be made by cheques or banker's cashier orders in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "HONG WEI (ASIA) HOLDINGS COMPANY LIMITED" and crossed "Account Payee Only".

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar for registration by no later than 4:00 p.m. on Tuesday, 23 June 2026, whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

The Company may (at its sole discretion but without obligation) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of a Qualifying Shareholder's rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

LETTER FROM THE BOARD

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL, or to transfer part or all of his/her/its rights to more than one person, the entire original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Friday, 12 June 2026 with the Registrar, who will cancel the original PAL and issue new PALs in the denominations as required. The new PALs will be available for collection at the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL. The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques and banker's cashier orders will be presented for payment following receipt and all interests earned on such application monies (if any) will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque and/or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. Completion and return of the PAL together with a cheque or banker's cashier order in payment of the Rights Shares, whether by a Qualifying Shareholder or by any nominated transferee, will constitute a warranty by such person that the cheque or banker's cashier order will be honoured upon first presentation.

No receipt will be issued in respect of any application monies received.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents in any territory or jurisdiction other than Hong Kong. The Prospectus Documents should not be distributed, forwarded to or transmitted to, into or from any jurisdiction where to do so might constitute a violation of local securities laws and regulations.

Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof.

Completion and return of the PAL by anyone outside Hong Kong will be deemed to constitute a warranty and representation from such person to the Company that all legislation, legal and regulatory requirements of all relevant jurisdictions have been fully

LETTER FROM THE BOARD

complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation. The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

If any of the conditions of the Rights Issue as set out in the section headed “Rights Issue-Conditions of the Rights Issue” in this Prospectus are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be refunded to the Qualifying Shareholders (or such other persons to whom the nil-paid Rights Shares have been validly transferred) without interest, by means of cheques to be despatched by ordinary post to their registered addresses, and in the case of joint applicants to the registered address of the first-mentioned person who appears on the register of members or the transfer form, at their own risk.

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

According to Rule 10.31(1)(b) of the GEM Listing Rules, the Company will make arrangements to dispose of the Unsubscribed Rights Shares and ES Unsold Rights Shares by offering the Unsubscribed Rights Shares and ES Unsold Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. Accordingly, on 17 April 2026 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares to the independent placees on a best effort basis.

Pursuant to the Placing Agreement, the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and ES Unsold Rights Shares during the Placing Period 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 those No Action Shareholders on a pro rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 6:00 p.m. on Friday, 10 July 2026 (or such later date as the Company may announce), subscribers for all (or as many as possible) of those Unsubscribed Rights Shares and ES Unsold Rights Shares. Any Unsubscribed Rights Shares and ES Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

LETTER FROM THE BOARD

Net Gain (if any) will be paid (without interest) to the No Action Shareholders as set out below on a pro rata basis (but rounded down to the nearest cent):

- A. the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and
- B. the relevant Excluded Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders become entitled on the basis described above to an amount of HK\$100 or more, such amount will be paid to the relevant No Action Shareholder(s) in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefits.

Placing Agreement for the Unsubscribed Rights Shares and ES Unsold Rights Shares

Principal terms of the Placing Agreement are summarised as follows:

Date	:	17 April 2026 (after trading hours of the Stock Exchange)
Issuer	:	The Company
Placing Agent	:	DL Securities (HK) Limited

To the best of the Company's knowledge, information and belief, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placing Period	:	The period commencing from Monday, 6 July 2026 and ending at 6:00 p.m. on Friday, 10 July 2026 or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Placing.
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LETTER FROM THE BOARD

- Commission : Subject to completion of the Placing taking place, the Company shall pay a placing commission of 1% of the actual gross proceeds from the subscription of the Unsubscribed Rights Shares and the ES Unsold Rights Shares under the Placing. The placing commission was determined after arm's length negotiations between the Company and the Placing Agent. The Directors consider that the placing commission in respect of the Placing is fair and reasonable based on the current market condition.
- Placing Price : The placing price of the Unsubscribed Rights Shares and ES Unsold Rights Shares shall be not less than the Subscription Price.
- The final price determination will depend on the demand for and the market conditions of the Unsubscribed Rights Shares and ES Unsold Rights Shares during the process of placement.
- Placees : The Unsubscribed Rights Shares and ES Unsold Rights Shares are expected to be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies).
- The Company and the Placing Agent will ensure that 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. The Company will continue to comply with the public float requirement under the GEM Listing Rules upon completion of the Placing and the Rights Issue.
- Ranking : The placed Unsubscribed Rights Shares and ES Unsold Rights Shares (when allotted, issued and fully paid, if any) shall rank *pari passu* in all respects among themselves and with the Shares in issue as at the date of completion of the Rights Issue.

LETTER FROM THE BOARD

- Conditions of the Placing Agreement : The obligations of the Placing Agent under the Placing Agreement are conditional upon the following conditions being fulfilled:
- (i) the GEM Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully paid forms and such approval not having been withdrawn or revoked;
 - (ii) the passing of all necessary resolutions to be proposed at the EGM to be convened to consider and approve, among others, the Rights Issue and the transactions contemplated thereunder;
 - (iii) all necessary consents and approvals to be obtained on the part of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained;
 - (iv) none of the representations, warranties or undertakings contained in the 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 as if it were repeated as at the time of the completion; and
 - (v) the Placing Agreement not having been terminated in accordance with the provisions thereof.

LETTER FROM THE BOARD

In respect of condition (iii) above, the necessary consents and approvals include approvals from the board of directors of the Placing Agent and the Company. None of the above conditions is capable of being waived.

The long stop date for the fulfilment of conditions of the Placing Agreement shall be 4:00 p.m. on Monday, 13 July 2026 (being the next Business Day after the Placing End Date) or such later date as may be announced by the Company. The Company shall use its reasonable endeavours to procure the fulfilment of the conditions and if the said conditions are not fulfilled on or before the Placing Long Stop Date, the Placing Agreement will lapse and become null and void and the Company and the Placing Agent shall be released from all obligations under the Placing Agreement, save the liabilities for any antecedent breaches thereof. As at the Latest Practicable Date, none of the above conditions have been fulfilled.

If all the Rights Shares are already fully taken up in the Rights Issue through valid applications by PAL(s), the Placing will not proceed.

LETTER FROM THE BOARD

- Termination : Notwithstanding anything contained in the Placing Agreement, the Placing Agent may terminate Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time up to 4:00 p.m. on Monday, 13 July 2026 upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or would materially prejudice the success of the Placing or full placement of all of the Unsubscribed Rights Shares and the ES Unsold Rights Shares or otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:
- (a) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date hereof) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or

LETTER FROM THE BOARD

- (b) the imposition of any moratorium, suspension (for more than 7 trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's reasonable opinion, would affect the success of the Placing; or
- (c) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's reasonable opinion any such new law or change may affect the business or financial prospects of the Group and/or the success of the Placing; or
- (d) any litigation or claim being instigated against any member of the Group or its senior management, which has or may affect the business or financial position of the Group and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or
- (e) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date hereof and prior to the completion which if it had occurred or arisen before the date hereof would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or

LETTER FROM THE BOARD

- (f) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

Under the Compensatory Arrangements, the Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed by the Placing Agent and/or its sub-placing agent(s) to Independent Third Parties on a best effort basis for the benefits of the No Action Shareholders. If all or any of the Unsubscribed Rights Shares and ES Unsold Rights Shares are successfully placed, any premium over the Subscription Price will be distributed to the relevant No Action Shareholders.

The engagement between the Company and the Placing Agent in respect of the Unsubscribed Rights Shares and the ES Unsold Rights Shares was determined after arm's length negotiation between the Placing Agent and the Company and is on normal commercial terms. In particular, the Directors, taking into account the range of placing commissions for recent rights issues conducted by issuers listed on the Stock Exchange, consider that the terms of the Placing Agreement, including the placing commission, are on normal commercial terms. Given that the Placing would provide (i) a distribution channel of the Unsubscribed Rights Shares and the ES Unsold Rights Shares; and (ii) a compensatory mechanism for the No Action Shareholders, the Directors consider that the Placing Agreement is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Application for listing of the Rights Shares

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. No part of the equity or debt 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.

LETTER FROM THE BOARD

Rights Shares will be eligible for admission into CCASS

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

Stamp duty and other applicable fees

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

Taxation

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

Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions being fulfilled:

- (a) the passing of all the necessary resolution(s) at the EGM to be convened to consider and approve, among others, the Rights Issue and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by the Independent Shareholders;

LETTER FROM THE BOARD

- (b) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of the Prospectus Documents each 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 hereto) and otherwise in compliance with the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) not later than the Prospectus Posting Date;
- (c) the posting of the Prospectus Documents to the Qualifying Shareholders on or before the Prospectus Posting Date;
- (d) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked listing of and permission to deal in the Rights Shares in their nil-paid and fully-paid forms;
- (e) the Placing Agreement not having been terminated in accordance with the provisions thereof, including force majeure events; and
- (f) compliance with the requirements under the applicable laws and regulations of Hong Kong.

Save for condition (a) set forth above, none of the above conditions can be waived. If any of the conditions referred to above is not fulfilled by the Placing Long Stop Date, the Rights Issue will not proceed.

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

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS

The Company is an investment holding company and the principal activities of the Group, through its subsidiaries, are manufacturing and sales of particleboards, which were used primarily in the production of furniture, flooring panels, decoration and construction materials.

LETTER FROM THE BOARD

The Group had bank balances and cash of approximately HK\$0.83 million as at 31 December 2025. The Company has entered into a settlement deed to settle outstanding notes for a total consideration of HK\$7,500,000, payable by installments. Upon full and punctual payment of the consideration, all liabilities under the notes will be discharged. In addition, the Group had outstanding loans due to two individuals in the amount of HK\$15 million each. This situation has led to significant financial pressure to the Group. The management of the Company has been actively considering possible fund-raising alternatives with a view to increasing the Group's capitalisation/equity and to support the continuing growth of the Company. The Company plans to utilize the net proceeds of approximately HK\$37.19 million from the Rights Issue for settlement of above-mentioned indebtedness as to (i) approximately HK\$7.5 million and HK\$21.77 million for the settlement of outstanding notes and the repayment of loans respectively; (ii) approximately HK\$3.96 million for development in current business in relation to investment in fixed assets including the acquisition of equipment and ancillary infrastructure; and (iii) approximately HK\$3.96 million for general working capital of the Company including professional fees and administrative expenses.

In the event that there is an undersubscription of the Rights Issue, the net proceeds of the Rights Issue will be applied firstly to the settlement of outstanding notes of up to HK\$7.5 million, and subsequently to the repayment of loans of up to HK\$21.77 million. Any remaining amount will be utilised for development in current business; and for general working capital of the Company proportionally. For any shortfall in net proceeds from the Rights Issue, the Company will further evaluate the available options according to the market conditions and operating conditions including but not limited to rationing internal financial resources and may consider to conduct further equity and/or debt fundraising exercise to finance the shortfall, as and when appropriate.

LETTER FROM THE BOARD

Other fund-raising alternatives

Other than the Rights Issue, the Company has considered other debt/equity fund-raising alternatives such as bank borrowings, placing or open offer. However, the Board considers that debt financing will result in additional interest burden and a higher gearing ratio of the Group. In addition, debt financing may not be achievable on favourable terms or may require pledge of other kind of assets or securities which may reduce the Group's flexibility. As for equity fundraising, such as placing of new Shares, it is relatively smaller in scale as compared to fund-raising through rights issue and it would lead to immediate dilution in the shareholding interest of existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company, which is not the intention of the Company. As for open offer, while it is similar to a rights issue, offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market. On the other hand, the Board considers that the Rights Issue, being pre-emptive in nature, would allow all Qualifying Shareholders to participate in the future development of the Company and at the same time offer more flexibility to the Qualifying Shareholders to choose whether to maintain or decrease their respective pro rata shareholdings in the Company by taking up their respective rights entitlement or disposing of their rights entitlements in the open market (subject to availability).

The Board (including the independent non-executive Directors whose views are expressed in the Letter from the Independent Board Committee) considers that the terms of the Rights Issue are fair and reasonable and raising funds through the Rights Issue is in the interests of the Company and the Shareholders as a whole.

CHANGE IN THE SHAREHOLDING STRUCTURE OF THE COMPANY ARISING FROM THE RIGHTS ISSUE

Assuming there is no further issue or repurchase of Shares from the Latest Practicable Date up to and including the date of completion of the Rights Issue, the table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue, assuming full acceptance by all Shareholders; (iii) immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders have taken up any entitlements of the Rights Shares and all the Unsubscribed Rights Shares and ES Unsold Rights Shares are placed to the independent placees:

LETTER FROM THE BOARD

	As at the Latest Practicable Date		Immediately after completion of the Rights Issue, assuming full acceptance of the Rights Shares by the Qualifying Shareholders		Immediately after completion of the Rights Issue, assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and all the remaining Placing Shares having been placed by the Placing Agent		Immediately after completion of the Rights Issue, assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and none of the Placing Shares are placed by the Placing Agent	
	<i>Number of issued Shares</i>	<i>% issued Shares</i>	<i>Number of issued Shares</i>	<i>% issued Shares</i>	<i>Number of issued Shares</i>	<i>% issued Shares</i>	<i>Number of issued Shares</i>	<i>% issued Shares</i>
Substantial Shareholder								
Mr. Wong Cheung Lok	21,500,000	29.17	107,500,000	29.17	21,500,000	5.83	21,500,000	29.17
Former Director								
Mr. Wong Kin Ching	18,600	0.03	93,000	0.03	18,600	0.01	18,600	0.03
Public Shareholders								
Placees	-	-	-	-	294,873,692	80.00	-	-
Other public Shareholders	52,199,823	70.81	260,999,115	70.81	52,199,823	14.16	52,199,823	70.81
	<u>73,718,423</u>	<u>100</u>	<u>368,592,115</u>	<u>100</u>	<u>368,592,115</u>	<u>100</u>	<u>73,718,423</u>	<u>100</u>

Notes:

- The percentage figures shown in the table above have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.
- As it is not expected that any of the individual Placees will become a substantial Shareholder immediately after completion of the Placing, the Placing Shares will form part of the public float of the Company. The Company will take all appropriate steps to ensure that sufficient public float is maintained in compliance with Rule 17.37B of the GEM Listing Rules. In the event that the Rights Issue would result in public float not being maintained, the Company and/or the Placing Agent will take necessary action to place down the Shares such that sufficient public float could be maintained in compliance with Rule 17.37B of the GEM Listing Rules.
- Mr. Wong Kin Ching is a former Director in the past 12 months.

The Shareholders and the public investors of the Company 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.

LETTER FROM THE BOARD

EQUITY FUND-RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company had carried out the following equity fund-raising activities in the past 12 months immediately preceding the Latest Practicable Date:

Date of Announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of the net proceeds
24 June 2025	Subscription of 10,531,000 shares	HK\$1,500,000	For general working capital of the Group	Fully utilized
On 29 and 30 December 2025	Subscription of 10,531,237 shares	HK\$1,248,000	(i) For general working capital of the Group and (ii) for repayment of borrowings.	Fully utilized

If a Qualifying Shareholder does not accept the Rights Shares provisionally allotted to him/her/it in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

RISK FACTORS

In compliance with the GEM Listing Rules, the Company sets out below the risk factors of the Group for the Shareholders' attention. The Directors believe that there are certain risks involved in the operations of the Group which includes, but is not limited to, the following:

Risks relating to the operation and industry of the Group

The Group's financial position, results of operations and business prospects may be affected by a number of risks and uncertainties directly and indirectly relating to the operation and industry of the Group as follows:

RISKS RELATING TO OUR BUSINESS

Our customers may cease to place, reduce, cancel or defer their purchase orders, or terminate their respective relationships with us

There is no assurance that any of our customers will continue to place orders with us for the same quantities as they have in the past. The actual purchases from our customers are made on the basis of individual purchase orders. The quantity of particleboards purchased from specific customers may vary from year to year due to various reasons. There is no assurance that the relationship between us and our customers will continue on the same or similar terms and our customers may cease to place, reduce, cancel or defer the purchase orders, or terminate their respective relationship with us at any time as they wish in the future. Hence, our revenue may vary from period to period and may fluctuate significantly from time to time, which may adversely affect our results of operations, profitability and financial performance.

LETTER FROM THE BOARD

Reliance on the PRC market

Most of our assets are located in the PRC, and all of our products are sold in the PRC market. If there is any adverse change in the financial, economic, industrial, political, fiscal, social, legal or regulatory conditions in the PRC, our performance may be adversely affected.

Reliance on natural resources as our major raw materials

The principal raw materials used in our production process are Residual Wood. We rely on Residual Wood for the production of particleboards. To meet our production and delivery schedules, we must obtain sufficient quantities of Residual Wood on a timely basis at commercially reasonable terms. There is no assurance that we are able to source sufficient Residual Wood at competitive prices, or at all, in a timely manner. Any shortage of supplies of Residual Wood, caused by, amongst others, bad weather and change of government policies on forestry, may cause disruption to our production and our performance may be adversely affected.

Potential fluctuation in the prices of raw materials

Our Directors consider that Residual Wood, urea and formaldehyde are the major raw materials for particleboard production. Fluctuations in price of Residual Wood and supply will affect the prices and supplies of particleboards. Since Residual Wood is an agricultural product, its supplies are vulnerable to many factors beyond our control, including weather, infestations and other forces of nature that may result in shortage in supplies and an increase in price of Residual Wood. An increase of demand may also result in an increase in the price of Residual Wood. Fluctuations in prices of chemicals and their supply will affect the prices and supplies of particleboards. If there is any significant increase in the prices of raw materials in the future, our business and results of operations will be materially adversely affected if we are unable to pass on the increased cost of raw materials to our customers.

Reliance on single production plant

We conduct all of our manufacturing activities in our only production plant located in Shaoguan city of Guangdong province of the PRC. Should there be any interruption in, or prolonged suspension of any substantial part of the production facilities, or any damage to or destruction of the production facilities arising from unexpected or catastrophic events, our production and hence our operational and financial position will be adversely affected.

LETTER FROM THE BOARD

Reliance on production facilities and machines

We depend on efficient and uninterrupted operation of our production facilities and machines to meet the demands of our products. Power failures or disruptions, breakdowns, failure or substandard performance of equipment, the improper installation or operation of equipment and the destruction of buildings, equipment and other facilities due to accidents, fire or natural disasters such as severe storms, would severely affect the Group's operations. The coverage under our insurance policies may not be sufficient to compensate for the actual cost of replacing or repairing such assets. Furthermore, we do not carry any business interruption insurance which can provide coverage on loss of profit/income and increase in expenses as a result of the losses of covered assets. Any such events and any losses or liabilities that are not covered by our current insurance policies could have a material adverse effect on our business, financial condition, results of operations and prospects.

Unable to implement business strategies effectively

Our ability to continue to grow our business depends on our continuing ability to successfully implement our business strategies, including (i) increasing our competitiveness by expanding our product range, (ii) expanding supplier base for the supply of Residual Wood, (iii) strengthening and expanding our sales network across the PRC, (iv) enhancing our product research and development capability, and (v) strengthening our brand recognition.

Our ability to implement our business strategies depends on, among other things, PRC and global economic conditions, our ability to continue to maintain close relationships with our customers and our suppliers, the availability of management and financial, technical, operational and other resources, and competition. In the event that we are unable to implement these strategies, each of which is subject to factors beyond our control, we may not be able to grow at a rate comparable to our growth in the past, or at all. Consequently, if we fail to effectively implement our business strategies, our business, financial position and results of operations may be materially and adversely affected.

LETTER FROM THE BOARD

Reliance on key executives and senior management

Our success is, to a significant extent, attributable to the management skills and experience of our Directors and senior management as well as their established relationships with our customers and suppliers. Our Directors and the senior management, have been contributing substantially to our development and growth and have significant influence on our daily operations. Our future development and expansion will rely on the continued dedication, skills and experience of these key personnel and other members of the senior management. Although we have entered into service contracts with them, there can be no assurance that these persons will continue to perform as well as they have in the past, or that we are able to retain their services when their contracts expire. There can also be no assurance that we will be able to recruit competent people to replace them when the need arises. Should any of our senior management personnel cease to perform or remain in our Group, our business operation could be adversely affected.

Insurance coverage may not be sufficient to cover the risks relating to our operations and losses

There is no assurance that there will not be any major incidents in the course of our operations which may cause significant property damage and personal injuries in the future. Whereas we have procured the necessary insurance coverage which our Directors believe to be customarily appropriate for us to operate in the industry, the occurrence of certain incidents such as earthquake, war and flood are not covered under our existing insurance policies and, where insurance cover is available, it may not be commercially viable to take adequate cover. Losses arising therefrom may have a material adverse effect on our results of operations if such losses or payments are not adequately covered by insurance.

We may be unable to renew the requisite qualifications and certificates

A number of governmental authorisations, approvals and licences are required under PRC laws and regulations in order for us to conduct our business. The majority of such qualifications and licences, including the National Production Licence for Industrial Products (全國工業產品生產許可證), are subject to renewal. Such qualifications and licences would only be renewed if we pass the requisite assessments. The requirements for the renewal of such authorisations, approvals and licences may change or the nature of our operation may change to the effect that we may not meet the relevant requirements for renewal. If we are unable to renew the requisite qualifications and certificates upon their expiry, our operations will be adversely affected.

LETTER FROM THE BOARD

We are subject to risks associated with credit sales

Our trading terms with some of our customers are primarily on credit. The credit terms are generally 30 to 90 days. We are exposed to possible credit risks as a result of the competitive conditions under which we operate and the continuing changes in the global economic and financial environment, which may limit our customers' access to credit in the future. If we are forced to assume greater levels of credit risks or if we encounter problems or delays in collecting from our customers, in particular if the amounts due are owed by one or more of our large customers, our liquidity level may be negatively affected.

RISKS RELATING TO OUR INDUSTRY

Competitive market

We face competition from existing and new players in the particleboard industry in the PRC. To compete effectively and maintain our sales level, we may be forced to, among other actions, reduce prices, provide more sales incentives to customers and increase capital expenditures, which may in turn negatively affect our profit margins.

Our Directors are of the view that particleboard customers have been careful in selecting their particleboard suppliers and are likely to partner with accepted and reliable suppliers and prefer to work with such suppliers on a long term basis. Our Directors believe that our success depends on our ability to compete effectively against our competitors in terms of product quality, stable supplies, research and development capability, customer service, pricing, timely delivery, scale and capacity, efficiency and technical know-how. There is no assurance that we will continue to compete successfully or respond rapidly to a fast changing business environment in the future, and if we fail to do so, our business, financial results of operations and prospects would be adversely affected.

Potential changes in trade policies and legislation

Some of our particleboard products are used by some of our customers to manufacture furniture and sport equipment (such as table tennis tables) for export to overseas countries, such as the United States, Canada, Europe and Australia. Our operation is exposed to possible sales interruptions or cancellations and increased costs in the event if adverse actions are taken by the U.S. or other foreign government agencies with respect to continued trade or enactment of legislation that restricts trade. The administration of existing U.S. trade law can also indirectly create adverse consequences for our sales. In particular, there are certain provisions under the U.S. law that permit the U.S. government to retaliate against certain unfair foreign trading practices. We cannot predict whether such situation will happen which will interfere with our customers' ability to export their furniture products with our particleboards as their raw materials from the PRC to the U.S. in the future. Such action could further increase the costs of imported furniture products generally, or limit their ability to export furniture products to the U.S., which would indirectly materially and adversely affect our sales or profitability.

LETTER FROM THE BOARD

We are also not able to predict whether other customs duties, quotas or other restrictions in the U.S., Canada, Europe or any other jurisdictions will be imposed in the future on the exportation of our customers' products to such regions, as a result of any of the matters discussed above, or because of similar U.S. or foreign government actions. Such actions could also result in increases in the costs of imported furniture products generally, or limitations on our customers' ability to export furniture products to such countries or regions, which could indirectly materially and adversely affect our sales or profitability.

The demand for our products could be adversely affected by the availability of particleboard substitutes

We produce solely particleboard products. There are a variety of wood-based panels which can be used as non-direct substitutes for particleboards in the manufacture of furniture products. Accordingly, the demand for particleboard products may be adversely affected by an increase in the demand or ease of availability of non-particleboard substitute products such as fiberboard, plywood or timber. In the event that there is a decrease in market demand for particleboard products, our business, financial condition, results of operations and prospects may be adversely affected.

Financial risks relating to the Group

Credit risk

The Group is exposed to credit risk in relation to its trade and bills receivables, deposit and other receivables, restricted deposit and unpledged cash deposits at banks. The carrying amounts of these financial assets represent the Group's maximum exposure to credit risk.

The Group expects no significant credit risk associated with cash deposits at banks since they are substantially deposited to state-owned banks and other medium or large-sized listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

In order to minimise the credit risk, the management of the Group has designated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting to ensure that adequate impairment losses are made for irrecoverable amounts.

LETTER FROM THE BOARD

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the short-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows. In order to mitigate the liquidity risk, the management regularly monitors the cash flows of the Group through monitoring the operating cash flows and utilisation of bank loans in order to meet its liquidity requirement in the short and long term. The Group's management also monitors its compliance with loan covenants.

GEM LISTING RULES IMPLICATIONS

Given that the Rights Issue will increase the issued share capital of the Company by more than 50%, under Rules 10.24 and 10.29(1) of the GEM Listing Rules, the Rights Issue is subject to the approval of the Independent Shareholders by way of poll at the EGM 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 resolution approving the Rights Issue.

At the date of the EGM, the Company had no Controlling Shareholder as defined under the Listing Rules and none of the Directors and the chief executive of the Company and their respective associates holds any Share. Accordingly, no Shareholder was required to abstain from voting in favour of the proposed resolution approving the Rights Issue at the EGM.

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.

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

SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD NOTE THAT THE RIGHTS ISSUE AND THE PLACING ARE CONDITIONAL UPON, AMONG OTHERS, CONDITIONS SET OUT IN THE SECTIONS HEADED "LETTER FROM THE BOARD – PROPOSED RIGHTS ISSUE – CONDITIONS OF THE RIGHTS ISSUE" AND "LETTER FROM THE BOARD – PROPOSED RIGHTS ISSUE – CONDITIONS OF THE PLACING" IN THIS PROSPECTUS, RESPECTIVELY.

LETTER FROM THE BOARD

ACCORDINGLY, THE RIGHTS ISSUE AND/OR THE PLACING MAY OR MAY NOT PROCEED. ANY DEALINGS IN THE SHARES AND/OR THE NIL-PAID RIGHTS SHARES UP TO THE DATE ON WHICH ALL THE CONDITIONS OF THE RIGHTS ISSUE AND THE PLACING ARE FULFILLED WILL BEAR THE RISK THAT THE RIGHTS ISSUE AND/OR THE PLACING MAY NOT BECOME UNCONDITIONAL OR MAY NOT PROCEED.

SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY, AND IF THEY ARE IN ANY DOUBT ABOUT THEIR POSITION, THEY SHOULD CONSULT THEIR OWN PROFESSIONAL ADVISERS.

ADDITIONAL INFORMATION

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

Yours faithfully,

For and on behalf of the Board

Hong Wei (Asia) Holdings Company Limited

Liu Yan

Executive Director, Chairlady of the Board and Chief Executive Officer

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the three years ended 31 December 2025, 2024 and 2023 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.hongweiasia.com/>), respectively:

- (i) the audited consolidated financial information of the Group for the year ended 31 December 2025 is disclosed in the annual report of the Company published on 30 April 2026, from pages 44 to 49

(<https://www1.hkexnews.hk/listedco/listconews/gem/2026/0430/2026043002737.pdf>);

- (ii) the audited consolidated financial information of the Group for the year ended 31 December 2024 is disclosed in the annual report of the Company published on 30 April 2025, from pages 40 to 45

(<https://www1.hkexnews.hk/listedco/listconews/gem/2025/0430/2025043004163.pdf>);
and

- (iii) the audited consolidated financial information of the Group for the year ended 31 December 2023 is disclosed in the annual report of the Company published on 1 April 2024, from pages 42 to 47

(<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0401/2024040100928.pdf>).

2. STATEMENT OF INDEBTEDNESS

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

	Approximate <i>HK\$'000</i>
Bank and other borrowings, secured and guaranteed	74,334
Bank and other borrowings, secured and unguaranteed	195,049
Bank and other borrowings, unsecured and unguaranteed	49,874
Notes payable, secured and guaranteed	66,497
Amount due to a related party, unsecured and unguaranteed	<u>1,399</u>
	<u><u>387,153</u></u>

Bank and other borrowings

As at 31 March 2026, the Group had secured and guaranteed, secured and unguaranteed and unsecured and unguaranteed bank and other borrowings of approximately HK\$74,334,000, HK\$195,049,000 and HK\$49,874,000 respectively. For the secured and guaranteed, secured and unguaranteed bank and other borrowings in a total of approximately HK\$269,383,000, they are secured by the Group's property, plant and equipment, right-of-use assets and inventories.

Notes payable

As at 31 March 2026, the Group had secured and guaranteed notes payable of approximately HK\$66,497,000. The notes payable are secured by the fully paid-up capital of a subsidiary of the Company and personal guarantees executed by Mr. Wong Cheung Lok and Ms. Cheung Ngar Kwan.

Amount due to a related party

As at 31 March 2026, the Group had amounts due to a related party of approximately HK\$1,399,000. The amount due to related parties are unsecured, unguaranteed, interest free and have no fixed terms of repayment.

Disclaimers

Save as aforesaid or otherwise disclosed herein, and apart from intra-group liabilities, normal trade and other payables and contract liabilities, as at 31 March 2026, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this Prospectus, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages and charges, hire purchase commitments, material contingent liabilities or guarantees outstanding.

The Directors are not aware of any material change in the indebtedness and contingent liability position of the Group since 31 December 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up) up to and including the Latest Practicable Date.

3. WORKING CAPITAL STATEMENT

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 taking into account the financial resources available to the Group and the estimated net proceeds from the Rights Issue, the working capital available to the Group is sufficient for the Group's requirements for at least the next twelve (12) months following the date of this Prospectus.

4. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position or outlook of the Group since 31 December 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up) and up to and including the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Company is an investment holding company and the principal activities of the Group, through its subsidiaries, are manufacturing and sales of particleboards, which were used primarily in the production of furniture, flooring panels, decoration and construction materials. The prospect of the macroeconomic conditions after 2024 remain grim and complicated. Due to the COVID-19 outbreak, major developed economies are expected to report weak economic growth. In China, the economy is still in its downward cycle, with an insufficient economic growth momentum, weak financing environment, and unfavorable corporate investment sentiment. Further, the ongoing trade war between China and the United States remains uncertain as to whether additional tariffs would be imposed on furniture products exported from the Mainland China to the United States. The Group's particleboard business will be adversely affected if tariffs were imposed. The Group will closely monitor changes in the domestic policies and continue its efforts in taking proactive production cost saving initiatives, strengthening the controls of the inventory level, negotiating with customers regarding product pricing and considering the feasibility of developing a greater variety of specifications of particleboards in sizes and thickness to meet the need in different market segments. We find that the domestic market demand is shifting from quality oriented to cost oriented, we are looking for opportunities to improve and modify our production line to meet this market shift. Since the grant of timber wood harvesting quotas has been materially curtailed in 2018 as part of the PRC government's policy to strengthen environmental protection, and such enhanced control is expected to last for a period which is unknown to the Group at the moment, the Group has commenced the feasibility study on new business strategy that seeks to better utilise its forestry resources. In this regard, the Company has noted that the PRC government is supportive of the development and promotion of a more diverse and ecologically friendly forestry economy, such as undergrowth planting, aquaculture, collection and forest tourism. The aim is to achieve ecological protection and economic development in a manner consistent with the State's strategy of developing a green economy, a low-carbon economy and a circular economy. The Group highly recognises global climate change's risks and opportunities, and actively supports the PRC government's efforts to achieve the goal of carbon neutrality before 2060. To support the PRC government's environmental protection supervision as the main line, the Group will improve the environmental management system and control with our forestry asset and is going to contribute to the realisation of "carbon neutrality". The Group will closely keep track of changes in the relevant policies and regulations that implement such governmental approach and will be taking proactive initiatives to maximize the value of its forestry assets.

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

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company (the “**Unaudited Pro Forma Financial Information**”) which has been prepared by the directors of the Company in accordance with Appendix D1B.13 and paragraph 7.31 of the GEM Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circular” 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 consolidated net tangible assets of the Group as at 31 December 2025 attributable to owners of the Company, 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 owners of the Company as at 31 December 2025 or any future date following the Rights Issue.

APPENDIX II

**UNAUDITED PRO FORMA
FINANCIAL INFORMATION OF THE GROUP**

The Unaudited Pro Forma Financial Information is based on the consolidated net tangible assets of the Group attributable to owners of the Company, as derived from the consolidated statement of financial position of the Group as at 31 December 2025, as extracted from the published annual report of the Group for the year ended 31 December 2025, adjusted as described below.

Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 <i>HK\$'000</i> <i>(Note 1)</i>	Unaudited estimated net proceeds from the Rights Issue <i>HK\$'000</i> <i>(Note 2)</i>	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company as at 31 December 2025 immediately upon completion of the Rights Issue <i>HK\$'000</i>	Unaudited consolidated net tangible assets attributable to owners of the Company per Share immediately before the completion of Rights Issue <i>HK\$</i> <i>(Note 3)</i>	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company per Share immediately after completion of Rights Issue <i>HK\$</i> <i>(Note 4)</i>
Based on 294,873,692 Rights Shares to be issued at Subscription Price of HK\$0.13 per Rights Share				
<u>65,193</u>	<u>37,194</u>	<u>102,387</u>	<u>1.03</u>	<u>0.29</u>

Notes:

1. The consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 is based on the consolidated net assets of the Group attributable to owners of the Company of approximately HK\$65,758,000, after deducting consolidated intangible assets of approximately HK\$565,000 as at 31 December 2025, as extracted from the published annual report of the Group for the year ended 31 December 2025.
2. The estimated net proceeds from the Rights Issue of approximately HK\$37,194,000 is calculated based on 294,873,692 Rights Shares to be issued (on the basis of four Rights Shares for every one existing Share as at the record date of the Rights Issue which is 73,718,423 shares) at the subscription price of HK\$0.13 per Rights Share, assuming full acceptance of the Rights Shares by all of the Qualifying Shareholders after deducting all directly attributable transaction costs (including advisory fees for the professional parties, printing, registration, translation, legal, accounting and documentation charges) which is estimated to be approximately HK\$1,140,000.

3. The calculation of consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 31 December 2025 immediately before completion of the Rights Issue is based on the consolidated net tangible assets of the Group as at 31 December 2025 of approximately HK\$65,193,000, divided by 63,187,186 existing 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 per Share as at 31 December 2025 immediately after the completion of the Rights Issue (assuming full acceptance of the Rights Shares by all of the Qualifying Shareholders) is based on 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 the completion of the Rights Issue of approximately HK\$102,387,000, divided by 358,060,878 Shares comprising of 63,187,186 Shares in issue as at 31 December 2025 and 294,873,692 Rights Shares to be issued pursuant to the Rights Issue (on the basis of four Rights Shares for every one existing Share as at the record date of the Rights Issue) as if the Rights Issue had been completed.
5. On 29 December 2025, the Company entered into subscription agreements with the subscribers for the issuance of 10,531,237 Shares (the “**Shares Subscriptions**”) at HK\$0.12 per Share. On 30 December 2025, the Company and the subscribers entered into supplemental subscription agreements, under which the subscription price was amended from HK\$0.12 per Share to HK\$0.128 per Share. On 15 January 2026, the Shares Subscriptions were completed, and the Company’s net tangible assets increased by net proceeds of approximately HK\$1,248,000.
6. No pro forma adjustment has been made to the unaudited pro forma consolidated net tangible assets of the Group in connection with the issuance of 10,531,237 Shares, being the Shares Subscriptions described in note 5, with net proceeds of approximately HK\$1,248,000. Should the issuance of 10,531,237 Shares and net proceeds of approximately HK\$1,248,000 pursuant to the Shares Subscriptions were adjusted to the unaudited pro forma consolidated net tangible assets of the Group, the unaudited pro forma adjusted consolidated net tangible assets and the unaudited pro forma adjusted consolidated net tangible assets per Share would have been approximately HK\$103,635,000 and HK\$0.28 respectively.
7. Save as disclosed above, no adjustments have been made to the unaudited pro forma adjusted consolidated net tangible assets 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 Prospectus.



McMillanWoods
Professionalism at the forefront

24th Floor
Siu On Centre
188 Lockhart Road,
Wanchai, Hong Kong

8 June 2026

Independent Reporting Accountants' Report on the Unaudited Pro Forma Financial Information

The Board of Directors of
Hong Wei (Asia) Holdings Company Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Hong Wei (Asia) Holdings Company 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 as at 31 December 2025 and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out in Section A of Appendix II of the prospectus issued by the Company dated 8 June 2026 (the “**Prospectus**”) in connection with the proposed rights issue on the basis of four (4) rights shares for every one (1) existing share held by the qualifying shareholders on the record date at the subscription price of HK\$0.13 per rights share (the “**Rights Issue**”). The applicable criteria on the basis of which the directors of the Company have compiled the Unaudited Pro Forma Financial Information are described in Section A of Appendix II of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors of the Company to illustrate the impact of the Rights Issue on the 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 31 December 2025. As part of this process, information about the Group's net tangible assets attributable to owners of the Company as at 31 December 2025 has been extracted by the directors from the Group's consolidated statement of financial position as at 31 December 2025, on which an annual report of the Group for the year ended 31 December 2025 has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Company are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with Appendix D1B.13 and paragraph 7.31 of the Rules Governing the Listing of Securities on the 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 Management

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, and Other Assurance or Related Services Engagements”, which requires the firm to design, implement and operate a system of quality management including policies and 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 paragraph 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 Prospectus” issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the directors of the Company have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 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 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 of the Company 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 accountants' 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 director of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 7.31(1) of the GEM Listing Rules.

Yours faithfully,

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Hong Kong

For illustrative purpose only, set out below is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group after completion of the Rights Issue. Although reasonable care has been exercised in preparing the unaudited pro forma financial information, Shareholders who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial results and positions for the financial periods concerned.

1. RESPONSIBILITY STATEMENT

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

2. SHARE CAPITAL

The Company has no authorised share capital and its Shares have no par value. The issued share capital of the Company as at the Latest Practicable Date was, and following completion of the Rights Issue, are expected to be as follows:

(a) As at the Latest Practicable Date

Issued and fully paid: 73,718,423 Shares

(b) Immediately following completion of the Rights Issue

Issued and fully paid: 368,592,115 Shares

The Rights Shares, when issued and fully-paid, will be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and shall rank *pari passu* in all respects with the Shares then in issue, including as to the right to receive all dividends and distributions which may be declared, made or paid on or after the date of allotment of the fully-paid Rights 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.

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 held no Shares in treasury.

The Rights Shares to be issued will be listed on the Stock Exchange. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

3. DISCLOSURE OF INTERESTS

(a) Directors' and chief executive's interests in the Shares, underlying Shares and debentures of the Company

As at the Latest Practicable Date, no Director or proposed Director is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

(b) Substantial shareholders' interests in the Shares and underlying Shares

To the knowledge of the Directors of the Company, as at the Latest Practicable Date, the following persons (other than the Directors and chief executive of the Company) have the following interests and short positions in the shares and underlying shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required pursuant to section 336 of the SFO to be entered in the register referred to therein.

Name	Capacity/ Nature of interest	Aggregate number of Shares or underlying Shares (Note 1)	Approximate percentage of interest in our Company
Mr. Wong Cheung Lok ("Mr. Wong")	Beneficial owner	21,500,000 (L)	29.17%
Ms. Cheung Ngar Kwan ("Mrs. Wong") (Note 2)	Interest of spouse	21,500,000 (L)	29.17%

Notes:

- (1) The letter "L" denotes the person's long positions in the Shares.
- (2) Mrs. Wong is the spouse of Mr. Wong. Under the SFO, Mrs. Wong is deemed to be interested in the same number of Shares in which Mr. Wong is interested.

Save as disclosed above, as at the Latest Practicable Date, to the knowledge of the Directors, no other person (other than the Directors and chief executive of the Company) had any interests or short positions in the shares or underlying shares of the Company which were required to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO or to be recorded in the register referred to in section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

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

5. DIRECTOR'S INTERESTS IN CONTRACTS AND ASSETS OF THE GROUP

As at the Latest Practicable Date, none of the Directors has or had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to member of the Group since 31 March 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up.

None of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

6. COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or controlling shareholders or their respective associates had any business or interest which competes or may compete with the business of the Group, or have or may have any other conflicts of interest with the Group.

7. LITIGATIONS

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

8. EXPERT AND CONSENT

The following are the qualification of the expert or professional adviser who has given opinions or advice which are contained in this Prospectus (the “**Expert**”):

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

As at the Latest Practicable Date, (i) the above Expert has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion therein of its letters or reports and references to its name and/or its advice in the form and context in which they respectively appear; (ii) the above Expert was not beneficially interested in any share of any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (iii) the above Expert did not have any direct or indirect interest in any assets which have been acquired, or disposed of by, or leased to any member of the Group, or are proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 December 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

9. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Group) were entered into by the members of the Group during two years preceding the Latest Practicable Date and are or may be material:

- (a) the supplemental subscription agreements dated 30 December 2025 entered into between the Company and each of Mr. Chen Gang, Ms. Zuo Lijun, Mr. Xiao Yongjie and Ms. Huang Jiamin (as subscribers) in relation to the subscription agreements dated 29 December 2025 to amend the subscription price from HK\$0.12 to HK\$0.128 per subscription share;
- (b) the subscription agreements dated 29 December 2025 entered into between the Company (as issuer) and (i) Mr. Chen Gang (as subscriber) for 2,083,333 Shares, (ii) Ms. Zuo Lijun (as subscriber) for 2,083,333 Shares, (iii) Mr. Xiao Yongjie (as subscriber) for 2,083,333 Shares, and (iv) Ms. Huang Jiamin (as subscriber) for 4,281,238 Shares, in relation to the subscription for a total of 10,531,237 new Shares at the subscription price of HK\$0.12 per share;
- (c) the subscription agreement dated 24 June 2025 entered into between the Company (as issuer) and Mr. Chu Hin Ming Alfonso (as subscriber) in relation to the subscription for a total of 10,531,000 new Shares (in two equal tranches of 5,265,500 new Shares) at the subscription price of HK\$0.151 per share; and
- (d) the Placing Agreement.

10. CORPORATE INFORMATION

Board of Directors

Executive Director

Ms. Liu Yan (*Chairlady and Chief Executive Officer*)

Non-executive Director

Mr. Chen Gang

Independent non-executive Directors

Mr. Cheung Wai Yin Wilson

Mr. Guo Ensheng

Ms. Zhao Jianhong

Audit Committee

Mr. Cheung Wai Yin Wilson (*Chairman*)

Mr. Guo Ensheng

Ms. Zhao Jianhong

	<i>Nomination Committee</i> Ms. Zhao Jianhong (<i>Chairman</i>) Mr. Cheung Wai Yin Wilson Mr. Guo Ensheng
	<i>Remuneration Committee</i> Mr. Guo Ensheng (<i>Chairman</i>) Mr. Cheung Wai Yin Wilson Ms. Zhao Jianhong
Registered office	Unit 603, 6/F., Tower 1, Admiralty Centre 18 Harcourt Road, Admiralty Hong Kong
Principal place of business in Hong Kong	Unit 603, 6/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty Hong Kong
Principal place of business in PRC	Industrial Park, Renhua County, Shaoguan City, Guangdong Province, the PRC
Share registrar and transfer office in Hong Kong	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Company secretary	Ms. Leung Tsz Man
Authorised representatives	Ms. Liu Yan Ms. Leung Tsz Man
Business address of Directors and authorised representatives	Unit 603, 6/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty Hong Kong
Principal banker	Agricultural Bank of China Limited 25/F, Agricultural Bank of China Tower, 50 Connaught Road Central, Hong Kong Industrial and Commercial Bank of China Limited 33/F, ICBC Tower, 3 Garden Road, Central, Hong Kong

11. PARTIES INVOLVED IN THE RIGHTS ISSUE

The Company	Hong Wei (Asia) Holdings Company Limited Unit 603, 6/F Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong
Legal advisers to the Company	<i>As to Hong Kong law</i> TANG TSO & LAU Solicitors Room 209, 2/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong
Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders	Red Sun Capital Limited Room 310, 3/F., China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong
Reporting accountant of the Company	McMillan Woods (Hong Kong) CPA Limited <i>Certified Public Accountants</i> 24/F., Siu On Centre, 188 Lockhart Road, Wan Chai, Hong Kong
Placing Agent	DL Securities (HK) Limited DL Tower, 92 Wellington Street, Central, Hong Kong

12. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT**Executive Directors**

Mr. Wong Kin Ching (“**Mr. Wong**”), aged 38, was appointed as an Executive Director and the Compliance Officer on 16 August 2019. Mr. Wong KC is experienced in operational management and marketing management in certain businesses engaged in wooden board products manufacturing and online social media respectively. He will be responsible for assisting in formulating business development strategies for the Group. Prior to joining the Group, Mr. Wong KC served as Operations Manager in business engaging in wooden board manufacturing from 2012 to 2017. Besides, Mr. Wong KC serves as Marketing Director in business engaging online social media since 2017.

Ms. Liu Yan (“**Ms. Liu**”), aged 51, holds a master’s degree from Chinese Academy of Forestry and has more than 25 years of experience in the forestry and wood and bamboo processing industries. Ms. Liu previously served as the general manager of Hongwei Wooden Products (Renhua) Co. Ltd., a principal operating subsidiary of the Group, where she was fully responsible for the overall operation of the company’s particleboard production line with an annual production capacity of 500,000 cubic meters, and managing the industrialized operation of the Group’s raw material forest bases of over 110,000 mu.

Ms. Liu possesses solid professional expertise in forest resource cultivation, advanced processing of timber and bamboo, under-forest economy and forestry mechanization, and in particular, has extensive experience in promoting industry-academia-research collaboration, research and development of bamboo-based new materials, and integration of the entire bamboo industry chain. She has led collaborative projects with numerous research institutions and universities, and has been responsible for the operation and management of relevant research centers and doctoral workstations.

Non-executive Directors

Mr. Chen Gang (“**Mr. Chen**”), aged 52, graduated from China West Normal University (formerly known as Nanchong Normal College) with a major in Trade Economics. He possesses over 25 years of cross-industry management, investment operations and corporate strategic planning experience, combining deep industrial operational expertise with professional capital operation capabilities. Since December 2018, Mr. Chen has served as vice president and director of Guangdong Micro Technology Co., Ltd., (廣東微觀科技有限公司) where he expands cross-sector management practices in the technology industry and deepens his understanding of aligning technology enterprise operational models with capital markets.

Independent non-executive Directors

Mr. Cheung Wai Yin Wilson (“**Mr. Cheung**”), aged 52, has over 27 years of experience in the field of audit, business development, corporate finance and financial management. He is currently an independent non-executive director of Truly International Holdings Limited, a company listed on the Stock Exchange (stock code: 732). He was an executive director from August 2012 to March 2023 and the chairman and chief executive officer from August 2012 to August 2020 of Noiz Group Limited, a company listed on the Stock Exchange (stock code: 8163). Mr. Cheung is a member of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accountants and Hong Kong Securities and Investment Institute. He holds a Master of Science degree in Financial Engineering from City University of Hong Kong and Bachelor degrees in Arts and Administrative Studies from York University, Canada.

Mr. Guo Ensheng (“**Mr. Guo**”), aged 49, holds a master’s degree of marketing management and a bachelor’s degree of philosophy from Xiamen University. He has over 17 years of experience in the field of operation and corporate management and has worked as a contracted lecturer in numerous corporate management and consulting companies in the People’s Republic of China. He worked as the marketing manager and an assistant to the chief executive officer in Vedan International (Holdings) Limited and an assistant to the chairman of the board of Fuxing China Group Limited.

Ms. Zhao Jianhong (“**Ms. Zhao**”), aged 58, obtained her Master of Economic Management degree from the Guangdong Academy of Social Sciences and has over 30 years of experience in finance and corporate management, with strong leadership and management abilities. She worked in major financial institutions and renowned enterprises. She currently serves as the chairman of Haifeng Industrial Investment (Guangdong) Co., Ltd., (海峰產業投資(廣東)有限公司) where she is deeply involved in capital operation activities related to Guangdong Zhongke Kechuang Venture Investment Management (廣東中科科創創業投資管理). Ms. Zhao also currently serves as the vice chairman of the Zhongshan Federation of Industry and Commerce (General Chamber of Commerce), the honorary president of the Zhongshan Science and Technology Finance Innovation Promotion Association and the executive vice president of the Zhongshan Women Entrepreneurs Association.

Company Secretary

Ms. Leung Tsz Man (“**Ms. Leung**”) was appointed as the company secretary and an authorised representative with effect from 2 January 2026 pursuant to Rule 5.14 of the GEM Listing Rules. Ms. Leung possesses over 15 years of experience in the company secretarial field, with extensive experience in handling corporate secretarial and corporate governance affairs for both listed and private companies. She is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Leung holds a degree of Bachelor of Business Administration in Corporate Administration from the Open University of Hong Kong (currently known as the Hong Kong Metropolitan University).

13. 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. Cheung Wai Yin Wilson (the Chairman of the Audit Committee), Mr. Guo Ensheng and Ms. Zhao Jianhong. The background, directorship and past directorship (if any) of each of the members of the Audit Committee are set out in the section headed “12. Particulars of the Directors” in this appendix. The Audit Committee is responsible for reviewing accounting policies and practices adopted by the Group. It also reviews and discusses matters related to the effectiveness of financial reporting, internal control and audit, and performs other duties as assigned by the Board, and reports its work, findings and recommendations to the Board after each meeting in respect of the above matters as well as the operating risks faced by the Group. The Audit Committee has to recommend the appointment, reappointment and removal, approve the remuneration and terms of engagement, review and monitor the independence, objectivity, resignation and dismissal of the external auditor, and maintain sufficient communication and discuss the nature and scope of the audit with the external auditor.

14. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance thereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent as referred to under the paragraph headed “8. Expert and Consent” in this appendix, has been registered by the Registrar of Companies in Hong Kong pursuant to Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

16. EXPENSES

The expenses in connection with the Rights Issue, including financial advisory fees, placing commission (assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and the placing of all Unsubscribed Rights Shares and the ES Unsold Rights Shares by the Placing Agent), printing, registration, translation, legal and accountancy charges are estimated to be approximately HK\$1.1 million, which are payable by the Company.

17. MISCELLANEOUS

- (a) As at the Latest Practicable Date, to the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (b) Since the Company's business activities are mainly operated in Hong Kong and PRC, and the relevant transactions are denominated in HK\$ and RMB, the Directors consider that the Company's risk in foreign exchange is insignificant. As at the Latest Practicable Date, the Group did not engage in any derivatives agreements nor commit to any financial instrument to hedge its foreign exchange exposure. Therefore, the Group had no significant exposure to foreign exchange liabilities.
- (c) This Prospectus and the accompanying PAL have been prepared in both English and Chinese. In the case of any inconsistency, the English text shall prevail over their respective Chinese text.

18. DOCUMENTS ON DISPLAY

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

- (a) the annual reports of the Company for each of the three financial years ended 31 December 2023, 2024 and 2025;
- (b) the letter from the Board, the text of which is set out on pages 9 to 35 of this Prospectus;
- (c) the letter issued by the reporting accountants regarding the unaudited pro forma financial information of the Group as set out in Appendix II to this Prospectus;
- (d) the material contracts referred to in the paragraph headed "9. Material contracts" of this appendix;
- (e) the written consent from the Expert referred to in the paragraph headed "8. Expert and Consent" of this appendix; and
- (f) the Prospectus Documents.