
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in KPM Holding Limited, you should at once hand this Prospectus, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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

You should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements will affect your rights and interests.

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

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

This Prospectus, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.

This Prospectus appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

KPM HOLDING LIMITED

吉輝控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8027)

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

VINCO 榮高

Placing Agent to the Company

Suncorp
Securities Limited

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

The latest time for acceptance and payment for the Rights Shares is 4:00 p.m. on Thursday, 17 September 2026. The procedures for acceptance and transfer of the Rights Shares are set out in the section headed "Procedures for acceptance and payment or transfer" in the "Letter from the Board" of this Prospectus.

It should be noted that the Shares have been dealt in on an ex-rights basis from Tuesday, 25 August 2026. Dealings in the Rights Shares in their nil-paid form will take place from Monday, 7 September 2026 to Monday, 14 September 2026 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or waived (as applicable), the Rights Issue will not proceed. Any persons contemplating dealings in the Shares prior to the date on which the conditions of the Rights Issue are fulfilled or waived (as applicable), and/or dealings in the nil-paid Rights Shares, are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions. Please refer to the section headed "Conditions of the Rights Issue" in this Prospectus. Shareholders and potential investors of the Company should note that: (a) if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed; and (b) the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Places under the Compensatory Arrangements. Any Unsubscribed Rights Shares or ES Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There are no applicable statutory requirements under the laws of the Cayman Islands regarding minimum subscription levels in respect of the Rights Issue. Accordingly, the Rights Issue and the Placing may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

3 September 2026

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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

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

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EXPECTED TIMETABLE

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

Event	2026
Despatch of Prospectus Documents	Thursday, 3 September
Last day for trading of the Shares with old board lot size in the original counter	Friday, 4 September
First day of dealings in nil-paid Rights Shares in the new board lot of 10,000 Rights Shares	9:00 a.m. on Monday, 7 September
Effective date of the change in board lot size from 5,000 Shares to 10,000 Shares	Monday, 7 September
Original counter for trading in Shares in old board lot size of 5,000 Shares becomes a counter for trading in the new board lot size of 10,000 Shares	9:00 a.m. on Monday, 7 September
Designated broker stands in the market to provide matching services for odd lots of shares	.From Monday, 7 September to Thursday, 15 October (both days inclusive)
Latest time for splitting of PAL	4:30 p.m. on Wednesday, 9 September
Last day of dealings in nil-paid Rights Shares	Monday, 14 September
Latest time for acceptance of and payment for the Rights Shares	4:00 p.m. on Thursday, 17 September
Announcement of the number of Unsubscribed Rights Shares and the ES Unsold Rights Shares subject to the Compensatory Arrangements	Thursday, 24 September
Commencement of placing of Unsubscribed Rights Shares and the ES Unsold Rights Shares by the Placing Agent	Friday, 25 September
Latest time of placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares by the Placing Agent	6:00 p.m. on Monday, 5 October

EXPECTED TIMETABLE

Event**2026**

Latest time for the Rights Issue and placing of the

Unsubscribed Rights Shares and ES Unsold

Rights Shares to become unconditional 4:00 p.m. on Tuesday, 6 October

Announcement of results of the Rights Issue (including

results of the placing of the Unsubscribed Rights Shares

and the ES Unsold Rights Shares and the amount of the

Net Gain per Unsubscribed Rights Share and

per ES Unsold Rights Share under the

Compensatory Arrangements) Tuesday, 13 October

Refund cheques, if any, to be despatched

(if the Rights Issue does not proceed) Wednesday, 14 October

Certificates for fully-paid Rights Shares

to be despatched Wednesday, 14 October

Expected commencement of dealings in

fully-paid Rights Shares 9:00 a.m. on Thursday, 15 October

Payment of Net Gain to relevant No Action Shareholders

(if any) or Excluded Shareholders (if any) Wednesday, 29 October

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

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

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

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning or extreme conditions including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 17 September 2026. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or

EXPECTED TIMETABLE

- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 17 September 2026. Instead the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

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

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 13 July 2026 in relation to, among other things, the Rights Issue
“associates”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and Sunday and any day on which Extreme Conditions is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Circular”	the circular of the Company dated 3 August 2026 in relation to, among other things, the Rights Issue
“Companies (WUMP) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	KPM Holding Limited (吉輝控股有限公司), a company incorporated in the Cayman Islands with limited liability on, the Shares of which are listed on GEM of the Stock Exchange (stock code: 8027)
“Compensatory Arrangements”	placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares by the Placing Agent on a best effort basis pursuant to the Placing Agreement
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules

DEFINITIONS

“Director(s)”	the director(s) of the Company
“ES Unsold Rights Share(s)”	the Rights Share(s) which would otherwise has/have been provisionally allotted to the Excluded Shareholder(s) in nil-paid form that has/have not been sold by the Company
“Excluded Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary or expedient not to offer the Rights Shares to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company held on Friday, 21 August 2026 at 3:00 p.m. which, the Rights Issue, the Placing Agreement and the transactions contemplated thereunder have been approved
“Extreme Conditions”	extreme conditions including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
“GEM”	GEM of the Stock Exchange
“GEM Listing Committee”	has the meaning as defined in the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of HKSCC”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“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
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent board committee of the Company comprising all the independent non-executive Directors, which has been established under the GEM Listing Rules to advise the Independent Shareholders in respect of the Rights Issue and the transactions contemplated thereunder
“Independent Shareholder(s)”	any Shareholder(s) who are not required to abstain from voting at the EGM under the GEM Listing Rules
“Independent Third Party(ies)”	third party(ies) independent of the Company and any connected person(s) of the Company and not a connected person of the Company
“Last Trading Day”	10 July 2026, being the last full trading day before the release of the Announcement
“Latest Practicable Date”	31 August 2026, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information contained herein
“Latest Time for Acceptance”	4:00 p.m. on Thursday, 17 September 2026, being the latest time for acceptance of the offer of and payment for the Rights Shares
“Net Gain”	any premiums paid by the Placees over the Subscription Price for the Unsubscribed Rights Shares and the ES Unsold Rights Shares placed by the Placing Agent under the Compensatory Arrangements
“Nil Paid Rights”	rights to subscribe for Rights Shares before the Subscription Price is paid
“No Action shareholder(s)”	Qualifying Shareholders or their renouncees who do not subscribe for the Rights Shares (whether partially or fully) under the PAL(s), or such persons who hold any Nil Paid Rights at the time such Nil Paid Rights lapse

DEFINITIONS

“Overseas Shareholder(s)”	the Shareholder(s) (whose names appears on the register of members of the Company at the close of business on the Record Date) with registered address(es) outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placee(s)”	any individuals, corporate, institutional investor(s) or other investor(s), who and whose ultimate beneficial owner(s) shall be the Independent Third Party(ies), procured by the Placing Agent and/or its sub-placing agent(s), who and whose ultimate beneficial owners shall be the Independent Third Party(ies), to subscribe for any of the Unsubscribed Rights Shares and the ES Unsold Rights Shares pursuant to the Placing Agreement
“Placing Agent”	Suncorp Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO, being the placing agent appointed by the Company to place any Unsubscribed Rights Shares and the ES Unsold Rights Shares under the Compensatory Arrangements
“Placing Agreement”	conditional placing agreement dated 13 July 2026 entered into between the Company and the Placing Agent in relation to the placing of Unsubscribed Rights Shares and the ES Unsold Rights Shares to the Placee(s) on a best effort basis
“Placing Arrangement”	the placing arrangement for the Unsubscribed Rights Shares and the ES Unsold Rights Shares as described in the section headed “The Placing Agreement” in this Prospectus
“Poll Results Announcement”	the announcement of the Company dated 21 August 2026 in relation to, among other things, the poll results of the EGM
“PRC”	the People’s Republic of China, and for the purpose of this Prospectus, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Prospectus”	the prospectus to be issued to the Shareholders containing, among other things, details of the Rights Issues
“Prospectus Documents”	the Prospectus and the PAL and any supplementary prospectus or supplementary provisional allotment letter (if required)
“Prospectus Posting Date”	Thursday, 3 September 2026 or such other date as the Company may determine, being the date on which the Prospectus Documents are posted to the Qualifying Shareholders
“Qualifying Shareholders”	Shareholders, other than the Excluded Shareholders, whose names appear on the register of members of the Company at the close of business on the Record Date
“Record Date”	Wednesday, 2 September 2026 or such other date as may be determined by the Company, being the date by reference to which the Shareholders’ entitlements to the Rights Issue are to be determined
“Registrar”	Tricor Investor Services Limited
“Rights Issue”	the proposed issue of the Rights Shares by way of rights on the basis of two (2) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date at the Subscription Price pursuant to the Prospectus Documents
“Rights Share(s)”	up to 473,600,000 new Shares (assuming no change in the number of Shares in issue on or before the Record Date)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.03125 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subscription Price”	the subscription price of HK\$0.10 per Rights Share under the Rights Issue
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Unsubscribed Rights Shares”	the Rights Shares that are not subscribed by the Qualifying Shareholders
“%”	per cent.

LETTER FROM THE BOARD

KPM HOLDING LIMITED

吉輝控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8027)

Executive Directors:

Mr. Tan Thiam Kiat Kelvin

Ms. Lin Sin Huei

Independent Non-executive Directors:

Mr. Lock Kiu Yin

Mr. Lau Muk Kan

Mr. Xiao Laiwen

Registered office:

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal place of business in Hong Kong:

Unit 506, 5/F,

New World Tower 1

18 Queen's Road Central

Central

Hong Kong

3 September 2026

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

Dear Sir or Madam,

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

INTRODUCTION

Reference is made to the Announcement, the Circular and the Poll Results Announcement, in relation to, among other matters, the Rights Issue.

The Rights Issue, the Placing Agreement and the transactions contemplated thereunder have been approved by the Independent Shareholders at the EGM.

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

* For identification purposes only

LETTER FROM THE BOARD

PROPOSED RIGHTS ISSUE

The Company proposes to raise up to approximately HK\$47.4 million before expenses by way of a rights issue of 473,600,000 Rights Shares at the Subscription Price of HK\$0.10 each and on the basis of two (2) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date (assuming no change in the issued share capital of the Company on or before the Record Date).

Further details of the Rights Issue are set out below:

Issue statistics

Basis of Rights Issue:	Two (2) Rights Shares for every one (1) Share held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price:	HK\$0.10 per Rights Share
Number of Shares in issue as at the Latest Practicable Date:	236,800,000 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue:	Up to 473,600,000 Rights Shares (assuming no further issue or repurchase of Shares on or before the Record Date)
Aggregate nominal value of the Rights Shares:	Up to HK\$14,800,000 (assuming no further issue or repurchase of Shares on or before the Record Date)
Number of Shares in issue immediately upon completion of the Rights Issue:	Up to 710,400,000 Shares (assuming no further issue or repurchase of Shares on or before the Record Date other than the Rights Shares)
Maximum funds raised before expenses:	Up to approximately HK\$47.4 million (assuming no further issue or repurchase of Shares on or before the Record Date and all the Rights Shares will be taken up)

As at the Latest Practicable Date, the Group had no outstanding debt securities, derivatives, options, warrants, convertible securities or other similar securities which are convertible or exchangeable into Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

LETTER FROM THE BOARD

Assuming no further issue or repurchase of Shares on or before the Record Date, the 473,600,000 Rights Shares proposed to be issued pursuant to the terms of the Rights Issue represent: (i) 200% of the total number of issued Shares as at the Latest Practicable Date; and (ii) 66.7% of the total number of issued Shares as enlarged by the allotment and issue of the Rights Shares (assuming all the Rights Shares will be taken up).

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 the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Placees under the Compensatory Arrangements. Any Unsubscribed Rights Shares or ES Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There are no applicable statutory requirements under the laws of the Cayman Islands regarding minimum subscription levels in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) may result in the public float of the Shares falling below the minimum public float requirements under Rule 17.37 of the GEM Listing Rules or unwittingly incur an obligation to make a general offer for the Shares and Share Options under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which (i) does not result in any non-compliance with the public float requirements under Rule 17.37 of the GEM Listing Rules on the part of the Company; and (ii) does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules.

The Company has explored both potential underwriting and non-underwriting arrangements for the Rights Issue, however the Company was unable to identify any securities firms willing to act as an underwriter for the Rights Issue. The Board had determined that proceeding with the Rights Issue on a non-underwritten basis, combined with the Placing and the Compensatory Arrangements, where the Placing Agent will place the Unsubscribed Rights Shares and ES Unsold Rights Shares on a best effort basis at a price that is not less than the Subscription Price, represents the most viable and efficient approach to meet the Company's funding objectives and provides adequate compensation mechanisms and safeguards to protect the interests of the Shareholders. Therefore, the Directors consider that conducting the Rights Issue on a non-underwritten basis with the Placing is fair and reasonable and in the interest of the Company and Shareholders as a whole.

LETTER FROM THE BOARD

Undertaking

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

Subscription Price

The Subscription Price of HK\$0.10 per Rights Share is payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of Rights Shares or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

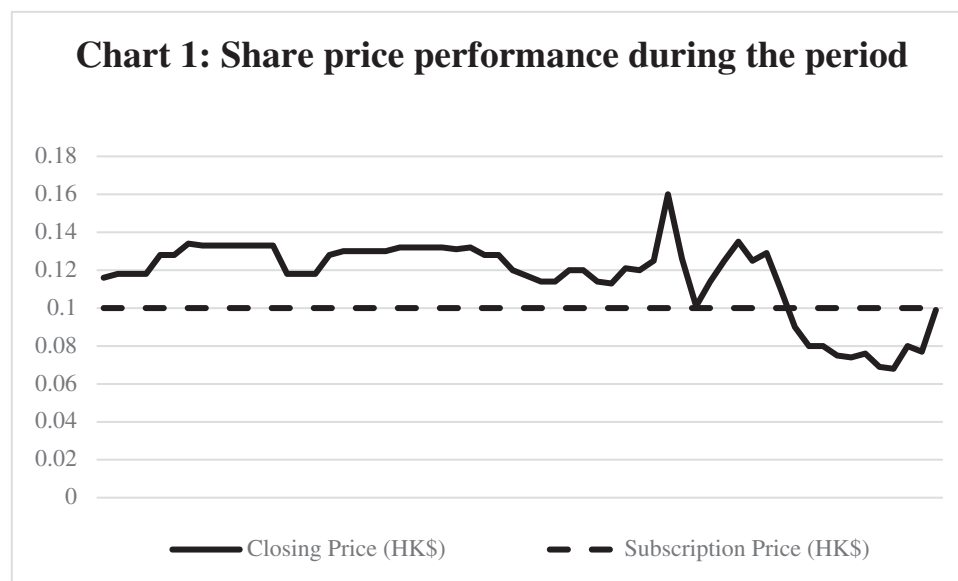
- (i) a discount of approximately 18.0% to the closing price of HK\$0.122 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 13.8% to the closing price of HK\$0.116 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 16.4% to the average closing price of approximately HK\$0.120 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 20.6% to the average closing price of approximately HK\$0.126 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 21.9% to the average closing price of approximately HK\$0.128 per Share as quoted on the Stock Exchange for the thirty (30) consecutive trading days up to and including the Last Trading Day;
- (vi) a discount of approximately 5.1% to the theoretical ex-rights price of approximately HK\$0.105 per Share based on the closing price of HK\$0.116 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (vii) a discount of approximately 65.5% to the audited consolidated net asset value per Share of approximately HK\$0.29 (Based on the latest published audited consolidated net asset value of the Group of approximately S\$11.2 million (equivalent to approximately HK\$68.6 million) as disclosed in the annual report of the Company for the year ended 31 December 2025 and the number of Shares in issue, which is 236,800,000); and

LETTER FROM THE BOARD

(viii) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 11.1% represented by the theoretical diluted price of approximately HK\$0.107 to the benchmarked price of approximately HK\$0.120 per Share (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.116 and the average closing price of HK\$0.120 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day).

The Subscription Price was determined with reference to, among other things, (i) the recent market prices of the Shares; (ii) the Group's financial performance, including the audited consolidated net asset value per Share of the Group of approximately HK\$0.29 as at 31 December 2025, and the loss-making position of the Group over the past five years with the exception of the year ended 31 December 2025; (iii) the trading liquidity of the Shares during the period of one year immediately prior to the Last Trading Day; and (iv) the amount of funds the Company intends to raise under the Rights Issue as discussed in the section headed "REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS".

In determining the Subscription Price, the Directors have reviewed the closing prices of the Shares over the 60 days immediately prior to the Last Trading Day. The following chart depicts the closing prices of the Shares during the period:



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

As shown in the chart above, the closing prices of the Shares fluctuated within the range from HK\$0.068 per Share to HK\$0.16 per Share. The average closing price of the Shares was approximately HK\$0.117 during the period. The Subscription Price of HK\$0.10 per Rights Share represents a discount of approximately 14.2% to the average closing price of the Shares during

LETTER FROM THE BOARD

the period. The Directors consider that the prices and general price trend of the Shares during the period have reflected the market evaluation on the recent business performance of the Group as well as the recent market sentiment.

The Board also considered the current financial position and business performance of the Group. Ongoing operational losses and a tight cash runway have limited the Group's capability to internally fund new commercial opportunities. In addition, the Group possesses limited leverage to secure debt financing. The Board considers it is reasonable to set the Subscription Price at a discount to the audited consolidated net asset value per Share of the Group in order to enhance the attractiveness of the Rights Issue and encourage the Qualifying Shareholders and investors to participate, given the unfavourable price trend and lack of liquidity of the Shares.

In addition, the Directors have also reviewed the trading liquidity of the Shares during the period of one year immediately prior to the Last Trading Day (the “**Review Period**”) in determining the Subscription Price. The following table sets out the trading volume of the Shares during the Review Period:

Table 1: Trading volume of the Shares during the Review Period

Month/Period	Total trading volume (No. of Shares)	Number of trading days	Average daily trading volume of the Shares (No. of Shares)	Average daily trading volume as a percentage of the total number of Shares in issue (Note) (%)
2025				
July	1,036,600	18	57,589	0.024%
August	50,000	21	2,381	0.001%
September	8,691,000	22	395,045	0.167%
October	635,600	20	31,780	0.013%
November	706,000	20	35,300	0.015%
December	195,000	21	9,286	0.004%
2026				
January	91,200	21	4,343	0.002%
February	275,400	17	16,200	0.007%
March	367,000	22	16,682	0.007%
April	20,384,200	19	1,072,853	0.453%
May	9,272,000	19	488,000	0.206%
June	6,470,000	21	308,095	0.130%
July (up to 10 July 2026)	5,130,000	7	732,857	0.309%

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

Note: The calculation is based on the average daily trading volume of the Shares divided by the total issued share capital of the Company as at the Latest Practicable Date (i.e. 236,800,000 Shares).

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As illustrated in Table 1 above, the average daily trading volume for the respective month/period during the Review Period ranged from 2,381 Shares to 1,072,853 Shares, representing 0.001% to approximately 0.453% of the total number of issued Shares as at the Latest Practicable Date. The trading liquidity of the Shares was considered thin during the Review Period.

Taking into account the low trading volume of the Shares during the Review Period, the Directors consider that it is reasonable and necessary to set the Subscription Price at a discount to the recent market price so as to attract the investors to participate in the Rights Issue. Accordingly, the Directors consider that the Subscription Price is fair and reasonable.

The Directors (excluding the members of the Independent Board Committee whose opinion will be set forth in the Circular after having been advised by the Independent Financial Adviser) consider that the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The net price per Rights Share is estimated to be approximately HK\$0.096, if fully subscribed.

Basis of provisional allotment

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

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

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be an Excluded Shareholder on the Record Date.

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

Rights of Overseas Shareholders (if any)

The Prospectus Documents have not been registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue. The Company will send the Prospectus to the Excluded Shareholders (if any) for their information only but will not send any PAL to them. As at the Latest Practicable Date, there was one Shareholder with registered address (as shown on the

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register of members of the Company) in the British Virgin Islands, who held 36,480,000 Shares (representing approximately 15.4% of the total number of issued Shares as at the Latest Practicable Date, and there was no other Overseas Shareholder.

In accordance with Rule 17.41(1) of the GEM Listing Rules, the Company has obtained advice from legal advisers in the British Virgin Islands and has been advised that there are no restrictions under securities law or other similar laws in the British Virgin Islands or requirement of any regulatory body or stock exchange in the British Virgin Islands which would prevent the Company from extending the Rights Issue to the Overseas Shareholders in the British Virgin Islands. Based upon such advice, the Overseas Shareholders having registered address in the British Virgin Islands will not be excluded from the Rights Issue and shall therefore be the Qualifying Shareholders. Accordingly, the Directors are of the opinion that it would be necessary or expedient not to offer the Rights Shares to Overseas Shareholders having registered address in the British Virgin Islands, and the Rights Issue will be extended to such Overseas Shareholders having registered address in the British Virgin Islands. Based on the above, there was no Excluded Shareholder as at the Latest Practicable Date.

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

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

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

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

Distribution of the Prospectus Documents

The Company will only send this Prospectus accompanied by the other Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date. However, to the extent reasonably practicable and legally permitted, the Company will send this Prospectus, for information purposes only, to the Excluded Shareholders (if any). The Company will not send any PALs to the Excluded Shareholders (if any).

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

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

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

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

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

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

Status of the Rights Shares

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

Fractional entitlements to the Rights Shares

The Company will not provisionally allot and issue and will not accept application for any fraction of the Rights Shares. Fractional entitlements will be rounded down to the nearest whole number of Rights Shares. All fractions of Rights Shares will be aggregated and sold in the market and, if a premium (net of expenses) can be achieved, the Company will keep the net proceeds for its own benefit. Any of these Rights Shares remain not sold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Procedures for acceptance and payment or transfer

A PAL is enclosed with this Prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of the Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PAL, they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by not later than 4:00 p.m. on Thursday, 17 September 2026 (or, under bad weather conditions, such later time and/or date as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” in “Expected Timetable” in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be

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drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**KPM HOLDING LIMITED**" and crossed "ACCOUNT PAYEE ONLY". It should be noted that unless the PAL, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Thursday, 17 September 2026, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage. Qualifying Shareholder(s) must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected.

If the Qualifying Shareholders wish to accept only part of their provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or to transfer part or all of their rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Wednesday, 9 September 2026 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day following the surrender of the original PAL. This process is commonly referred to as "splitting" of nil-paid Rights Shares. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with a transfer of rights to subscribe for the Rights Shares.

The PAL contains the full information regarding the procedures to be followed for Qualifying Shareholders who wish to: (i) accept their provisional allotment in full; (ii) accept only part of their provisional allotment; or (iii) renounce/transfer all or part of their provisional allotment to other party/parties. Qualifying Shareholders are advised to study the procedures set out in the PAL carefully.

If any of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" in this "Letter from the Board" of this Prospectus is not fulfilled at or before 6:00 p.m. on Monday, 5 October 2026 or such later date as may be considered by the Company, the Rights Issue will not proceed. Under such circumstances, the monies received in respect of application for the Rights Shares will be returned to the relevant applicants or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Wednesday, 14 October 2026.

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Cheques and banker's cashier orders

All cheques and banker's cashier orders will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement of a PAL together with a cheque or banker's cashier order in payment of the Rights Shares applied for will constitute a warranty that the cheque or banker's cashier order will be honoured upon first presentation. If any cheque or banker's cashier order is not honoured upon first presentation, the PAL (as the case may be) is liable to be rejected and/or deemed invalid by the Company in its absolute discretion, and in the case of an acceptance of a Qualifying Shareholder's assured entitlement, all such assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

Beneficial owners' instructions to their Intermediary

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

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

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

The Company therefore appointed the Placing Agent to place the Unsubscribed Rights Shares and the ES Unsold Rights Shares after the Latest Time for Acceptance of the Rights Shares to be allotted and issued under the Rights Issue to independent Placees on a best effort basis. Any premium over the Subscription Price for those Rights Shares that is realised will be paid to the No Action Shareholders and Excluded Shareholders on a pro-rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 6:00 p.m., on Monday, 5 October

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2026, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and the ES Unsold Rights Shares if a premium over the Subscription Price and the expenses of procuring such acquirers (including any related commissions and any other related expenses/fees) can be obtained. Any Unsubscribed Rights Shares and the ES Unsold Rights Shares remain not placed after completion of the Placing Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

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

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

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

THE PLACING AGREEMENT

On 13 July 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed as agent of the Company (either by itself or through its sub-placing agents) to procure independent Placees, on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares. Details of the Placing Arrangement are as follows:

- | | |
|----------|------------------------------------|
| Date: | 13 July 2026 (after trading hours) |
| Parties: | (i) the Company, as issuer; and |
| | (ii) the Placing Agent |

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Placing Agent:	Suncorp Securities Limited, appointed as the Placing Agent to place the Unsubscribed Rights Shares and the ES Unsold Rights Shares on a best effort basis. The Placing Agent confirmed that it is independent of and not connected with the Company and its connected person and not a connected person of the Company.
Fees and expenses:	3% of the amount which is equal to the placing price multiplied by the Unsubscribed Rights Shares and ES Unsold Rights Shares that have been successfully placed by the Placing Agent pursuant to the terms of the Placing Agreement.
Placing price of each of the Unsubscribed Rights Share and/or the ES Unsold Rights Share (as the case may be):	The placing price of each of the Unsubscribed Rights Share and/or the ES Unsold Rights Share (as the case may be) shall be at least equal to the Subscription Price. The final price determination is depended on the demand and market conditions of the Unsubscribed Rights Shares and the ES Unsold Rights during the process of placement.
Placees:	Any individuals, corporate, institutional investor(s) or other investor(s), who and whose ultimate beneficial owner(s) and shall be the Independent Third Party(ies), procured by the Placing Agent and/or its sub-placing agents, who and whose ultimate beneficial owners shall be the Independent Third Party(ies), to subscribe for any of the Unsubscribed Rights Shares and the ES Unsold Rights Shares pursuant to the Placing Agreement.
Ranking of the Unsubscribed Rights Shares and the ES Unsold Rights Shares:	The Unsubscribed Rights Shares and the ES Unsold Rights Shares (when placed, allotted, issued and fully paid) shall rank <i>pari passu</i> in all respects among themselves and with the Shares then in issue.

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Termination:

The Placing Arrangement shall end on Monday, 5 October 2026 or any other date by mutual written agreement between the Placing Agent and the Company.

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

Conditions Precedent:

The obligations of the Placing Agent and the Company under the Placing Agreement are conditional upon, among others, the following conditions (the “**Conditions**”) being fulfilled (or being waived by the Placing Agent in writing, if applicable):

- (i) the passing by the Shareholders or Independent Shareholders (as the case may be) at the EGM of the necessary resolution(s) to approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares);
- (ii) the GEM Listing Committee granting the approval for the listing of, and the permission to deal in, the Rights Shares, including the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares;

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- (iii) 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 if it was repeated as at the time of completion; and
- (iv) the Placing Agreement not having been terminated in accordance with the provisions thereof. The Placing Agent may, in its absolute discretion, waive the fulfillment of all or any or any part of the Conditions (other than those set out in paragraph (i) and (ii) above) by notice in writing to the Company.

Completion:

Placing completion shall take place at the offices of the Placing Agent within six Business Days after publication of an announcement of results of the Rights Issue or waiver (as the case may be) of the Conditions or such other date as the Company and the Placing Agent may agree in writing.

The engagement between the Company and the Placing Agent for the placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares (including the commission rate) was determined after arm's length negotiations between the Placing Agent and the Company and is on normal commercial terms with reference to the market comparables, the existing financial position of the Group, the size of the Rights Issue, and the current and expected market condition. The Directors consider the terms of the Placing Arrangement for the Unsubscribed Rights Shares and the ES Unsold Rights Shares (including the commission rate) are on normal commercial terms. In determining the placing commission, the Company reviewed the prevailing market rate with reference to the 19 rights issue exercises conducted by the companies listed on GEM within three months prior to the Last Trading Day. The Company reviewed the placing commission rates of all comparables to evaluate the range, average, and median. Based on the analysis, the Company concluded that the commission rate charged by the Placing Agent falls within the range of the comparables. As such, the Directors consider that the placing commission is fair and reasonable and on normal commercial terms.

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

Application for listing

The Company has applied to the GEM Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue. The nil-paid and fully-paid Rights Shares shall have the same board lot size as the Shares, i.e. 10,000 Shares in one board lot. No part of the share capital of the Company is listed or dealt in or on which listing or permission to deal in is being or is proposed to be sought on any other stock exchange.

No new class of securities will be issued or listed on the Stock Exchange or any other stock exchange.

Rights Shares will be eligible for admission into CCASS

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

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

Stamp duty and other applicable fees

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

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Taxation

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

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue as set out below, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Wednesday, 14 October 2026.

Conditions of the Rights Issue

The Rights Issue is conditional upon:

- (i) the passing by the Shareholders or Independent Shareholders (as the case may be) at the EGM of the necessary resolution(s) to approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by no later than the Prospectus Posting Date;
- (ii) the GEM Listing Committee granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, all the Rights Shares (in their nil-paid and fully-paid forms);
- (iii) the delivery to the Stock Exchange and the filing and registration with the Registrar of Companies in Hong Kong respectively one duly certified copy of each of the Prospectus and the PALs (and all other documents required to be attached thereto) in compliance with the Companies (WUMP) Ordinance and the GEM Listing Rules by no later than the Prospectus Posting Date;
- (iv) the posting of the Prospectus Documents to Qualifying Shareholders and the posting of the Prospectus to the Excluded Shareholders, if any, for information purpose only by the Prospectus Posting Date; and

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- (v) the Placing Agreement not being terminated.

The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions by the respective dates specified above. As at the Latest Practicable Date, conditions (i) and (ii) as stated above have been satisfied.

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

REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS

Assuming there is no other change in the issued share capital of the Company before the completion of the Rights Issue and full subscription under the Rights Issue, the expected gross proceeds, net proceeds and net price per Rights Share from the Rights Issue are set out below:

	<i>HK\$</i> <i>(approximately)</i>
Gross proceeds	47.4 million
Net Proceeds	45.6 million
Net price per Rights Share	0.096

The Group is principally engaged in the design, fabrication, installation and maintenance of signage and related products and the business of provision of fitting-out and renovation services for commercial premises and residential developments and provision of IT solution development services.

As set out in the annual report of the Company for the year ended 31 December 2025 (the “**Annual Report**”), the Group generated revenue of approximately S\$19.1 million and approximately S\$15.9 million for the year ended 31 December 2025 and 2024 respectively. Increase of revenue was mainly attributable to the improved performance of the signage business. The Group recorded a profit for the year attributable to owners of the Company of approximately S\$1.3 million, compared with a loss for the year attributable to owners of the Company of approximately S\$0.9 million for the corresponding year in 2024. The turnaround was mainly attributable to an approximately S\$1.8 million year-on-year increase in the Group’s gross profit, which was primarily contributed by the signage business.

As further disclosed in the Annual Report, the Group recorded a net decrease in cash and cash equivalents in the amount of approximately S\$1.5 million for the year ended 31 December 2025. As at the Latest Practicable Date, the Group had bank balances and cash of approximately S\$2.5 million. Taking into account of the current financial position of the Group against the expected monthly operation costs, the Company intends to raise funds through the Rights Issue to support the expansion of the Group, supplement its operation needs and improve the financial condition of the Group.

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Assuming full subscription under the Rights Issue, the Company will raise up to approximately HK\$47.4 million from the Rights Issue and the relevant expenses would be approximately HK\$1.8 million, which includes placing commission and professional fees payable to financial advisers, legal advisers, financial printer and other parties involved in the Rights Issue.

The Company intends to utilise the entire net proceeds from the Rights Issue of approximately HK\$45.6 million as follows:

- (i) approximately HK\$18.0 million for expansion and operation of the signage business, which is expected to be fully utilised by the end of 2027;
- (ii) approximately HK\$18.0 million for expansion and operation of the fitting-out and renovation services business, which is expected to be fully utilised by the end of 2027; and
- (iii) approximately HK\$9.6 million for the general working capital of the Group, including but not limited to, staff costs, rental costs, professional fees, which is expected to be fully utilised within 12 months following the completion of the Rights Issue.

The net proceeds allocated to the signage business will be utilised for the purchase of materials and equipment necessary to support operational expansion. The funds will enable the Group to strengthen its capacity to target and secure more non-road infrastructure-related projects across both the public and private sectors, improve project delivery efficiency, and further solidify its market position in the signage industry. In terms of actual business progress and expansion milestones, the Group is currently preparing to submit formal tenders for two upcoming major projects. These comprise (i) a project for the supply and installation of signage and related products, bollards, and aluminium railings for private staff quarters commissioned by private entities; and (ii) a municipal structural project for roadside covered rest areas tendered by the Singapore government. The net proceeds allocated to this segment will be utilized to satisfy the pre-qualification and financial capability requirements required during these tendering processes, establish performance bonds (if applicable), and fund the upfront procurement of project-specific specialized materials and equipment upon the potential successful award of these contracts.

The net proceeds allocated to the fitting-out and renovation services business will be utilised to fund the working capital lock-up and upfront costs required to undertake new projects. This includes advance payments to subcontractors and material suppliers, which are required to be paid in advance prior to receiving progress payment from clients. Due to industry norms, the Group experiences an inevitable cash flow gap between project initiation and the receipt of the first progress payment from clients. Generally, the Group is required to pay upfront costs to subcontractors and material suppliers in advance before receiving any client payments. While progress payments are billed based on completed work, client payment processes and standard credit terms create a timing mismatch with suppliers, who require prompt settlement upon

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delivery or invoice. Consequently, the Group experiences net cash outflows in the early stages of projects and the progress payments from clients are insufficient to cover these upfront costs until the later phase of project execution stage or project completion stage. The net proceeds will be utilized to bridge this gap by funding advance payments to subcontractors and upfront procurement costs for construction materials from suppliers, estimated at approximately HK\$11 million and HK\$7 million, respectively. In terms of actual business progress and expansion milestones, the Group is currently in the project tendering stage for three new projects, which comprise fitting-out and renovation works for private residential clubhouses and commercial shopping malls.

The Group is actively pursuing the expansion of its existing core businesses, namely the signage business and the fitting-out and renovation services business. In relation to the signage business, the Group intends to expand and strengthen its market position in Singapore, with a primary focus on the public sector by actively participating in upcoming high-value tenders, particularly for major public sector infrastructure projects. The public sector mainly includes road signage, signage and related products for educational institutions, public housing flats/ compounds and national parks. The private sector mainly includes signage and related products for commercial, industrial and private residential buildings, hospital and restaurants. To support this business expansion and operational scale, the Group plans to identify and acquire advanced machinery and equipment (e.g., cutting plotters, engravers, computer-controlled cutting machines, welding machines, etc.) with higher productivity and capabilities, while simultaneously expanding its overall headcount and enhancing the technical capabilities of its workforce by recruiting approximately 5 to 10 additional personnel for its project and production teams in Singapore over the next 15 months, along with conducting targeted training initiatives. In relation to the fitting-out and renovation services business, the Group aims to expand its market share in private sector. To support this objective, the Group intends to enhance its project execution capabilities, expansion and enhancement of work force and focus on securing sizable, higher-tier contracts within its core target markets. The Group's decision to expand is driven by the steady recovery and robust demand in the local infrastructure and commercial property sectors, which has presented an increasing number of large-scale project opportunities. In order to capture these high-value tenders and drive long-term revenue growth, the Group must strategically scale up its operational capacity, upgrade its technical equipment, and enhance its financial capital base. As at the Latest Practicable Date, the Group has been proactively identifying potential business projects and is currently in preliminary discussions and/or negotiation with several independent third parties regarding potential new contracts and project opportunities. These potential projects primarily encompass custom signage and structural works for cycling path and bus shelters as well as fitting-out and renovation works for private residential clubhouses. Although the Group has not entered into any legally binding agreements or committed to any specific acquisition of businesses as at the Latest Practicable Date, the Directors consider that the net proceeds are required to ensure the Group possesses the necessary financial resources to secure and execute such projects once the negotiations are finalized successful award of the contracts. Specifically, the net proceeds will be utilised to fund the capital requirements of these potential new projects, including but not limited to the procurement of specialised materials (specifically, for signage

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business, the procurement of specialised materials encompasses securing high-specification or custom-engineered inputs that require early purchase orders, advanced supplier deposits, and stringent quality certifications prior to construction), the mobilization of labor and equipment, and the fulfillment of financial capacity requirements often demanded during the contract award process (i.e. bank guarantee/performance bond requirements necessary for bidding and securing tenders). The Directors consider that having the net proceeds readily available will significantly enhance the Group's competitive position and bargaining power during the ongoing negotiations, allowing the Group to capture market opportunities promptly and expand its existing business scale in a timely manner.

In the event that there is an under-subscription of the Rights Issue, the net proceeds of the Rights Issue will be allocated and utilised in proportion to the above uses. In the event that there is an under-subscription of the Rights Issue or should the Rights Issue not proceed, the Group intends to explore alternative sources of financing to meet its funding needs, including but not limited to the placing of new Shares, borrowings from Substantial Shareholders and/or Directors as and when required. However, in the event that the Group is unable to obtain adequate alternative financing or secure sufficient capital on acceptable terms, the Group may consider scaling down its expansion plans, being more selective in its tendering strategy, or taking on a reduced volume of new projects to align its operational commitments with its available financial resources.

Apart from the Rights Issue, the Directors have considered other debt or equity fundraising alternatives such as bank borrowings, placing or an open offer. In respect of debt financing, the Group has considered obtaining banking facilities from two licensed banks in Hong Kong and Singapore for funding the expansion of its existing business. Based on preliminary discussions with the licensed banks, such banking facilities would be required to be secured by the Group's assets. Taking into consideration the existing carrying amount of the property, plant and equipment of the Group that are available for pledge, the Directors consider that the Group does not have sufficient assets for fulfilling the security requirements for obtaining banking facilities. In addition, debt financing will result in additional interest burden and higher gearing ratio of the Group and create pressure to the liquidity of the Company. As for equity fund raising, such as placing of new shares, it is smaller in scale as compared to fund raising through rights issue, which would fail to satisfy the capital requirement for the Group's business expansion. Furthermore, it would lead to immediate dilution in the shareholding interest of the existing Shareholders without giving them the opportunity to take part in the exercise, which is not the intention of the Company. As opposed to an open offer, the Rights Issue enables the Shareholders to sell the nil-paid rights in the market. The Rights Issue will give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Group. Having considered the abovementioned alternatives, the Directors consider raising funds by way of the Rights Issue is more attractive in the current market condition and the Rights Issue will enable

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the Company to strengthen its working capital base and enhance its financial position, while at the same time, allowing the Qualifying Shareholders to maintain their proportional shareholdings in the Company.

The Directors are of the view that the Rights Issue, which is expected to be completed by October 2026, is in the best interests of the Company and the Shareholders as a whole, and that the Rights Issue is an appropriate fundraising method to strengthen the capital base of the Company, which in turn will support the Company's continuing development and business growth, while at the same time allowing the Qualifying Shareholders to maintain their proportional shareholdings in the Company. In addition, the Company had preliminarily consulted brokerage companies (including the Placing Agent) for underwriting the Rights Issue but has not received any favourable feedback due to the current capital market situation apart from the Placing Agent who expressed its interest in acting as a placing agent on best effort basis. The Company considers that the placing obligation of the Placing Agent are more or less similar to an underwriter of the Rights Issue (except that the Placing Agent is on best effort basis). As such, the Company subsequently decided to conduct the Rights Issue on non-underwritten basis and to adopt the Placing Arrangement simultaneously in order to ensure sufficient funds could be raised.

Having considered the other fund-raising alternatives, the costs and unfavourable feedback of underwriting services and the proposed terms of the Rights Issue and the Subscription Price, the Board considers that it is in the interests of the Company to proceed with the Rights Issue on a non-underwritten basis.

Based on the above, the Board considers that raising capital through the Rights Issue is fair and reasonable and in the interests of the Company and the Shareholders as a whole. **However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Excluded Shareholder(s) (if any) should note that their shareholdings will be diluted.**

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SHAREHOLDING STRUCTURES

Set out below is the shareholding structure of the Company, assuming there is no further issue or repurchase of Shares before completion of the Rights Issue other than the allotment and issue of the Rights Shares pursuant to the Rights Issue, (i) as at the Latest Practicable Date; (ii) immediately upon completion of the Rights Issue assuming full acceptance of the Rights Shares by the existing Shareholders; (iii) immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and none of Unsubscribed Rights Shares and ES Unsold Rights Shares have been placed by the Placing Agent; and (iv) immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and all Unsubscribed Rights Shares and ES Unsold Rights Shares have been placed by the Placing Agent:

Shareholders	As at the Latest Practicable Date		Immediately upon completion of the Rights Issue assuming full acceptance of the Rights Shares by the existing Shareholders		Immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and none of Unsubscribed Rights Shares and ES Unsold Rights Shares have been placed by the Placing Agent		Immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and all Unsubscribed Rights Shares and ES Unsold Rights Shares have been placed by the Placing Agent	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Independent Places	–	0.00	–	0.00	–	0.00	473,600,000	66.66
Absolute Truth Investments Limited	39,337,600	16.61	118,012,800	16.61	39,337,600	16.61	39,337,600	5.54
Other public Shareholders	197,462,400	83.39	592,387,200	83.39	197,462,400	83.39	197,462,400	27.80
	<u>236,800,000</u>	<u>100.00</u>	<u>710,400,000</u>	<u>100.00</u>	<u>236,800,000</u>	<u>100.00</u>	<u>710,400,000</u>	<u>100.00</u>

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Issue. The public float requirements under Rule 17.37B of the GEM Listing Rules shall be maintained by the Company at all times, and the Company will take all appropriate steps to ensure that sufficient public float shall be at all times in compliance with the GEM Listing Rules.

EQUITY FUNDRAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company had not conducted any equity fundraising activities in the 12 months immediately preceding the Latest Practicable Date.

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 include, but are not limited to, the following:

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- (a) the higher value orders that the Group receives are mainly on a non-recurring contract basis and the Group cannot guarantee that it will continue to secure new contracts from customers after the completion of the existing awarded contracts. The Group generally has to go through a competitive tendering or quotation process to secure new contracts. In the event the Group is unable to maintain business relationship with existing customers or unable to price the Group's tender or quotation competitively, the Group's business and hence the revenue will be adversely affected;
- (b) the Group is subject to risks associated with non-performance, late performance or poor performance by the Group's subcontractors. The Group may experience deterioration in the quality of works, incur additional costs, or be exposed to liability in relation to the performance of subcontractors under the relevant contracts, which may have impact on the Group's profitability, financial performance and reputation, and may result in litigation or damages claims;
- (c) the Group's business is subject to various environmental, labour, safety and health laws and regulations promulgated by the government authorities. In the event of non-compliance, the Group may be required to rectify or be responsible for the harm, loss of assets or casualties and the Group's operations may be interrupted, which may materially and adversely affect its operations and profitability; and
- (d) the changes in the macro-economic situation and other factors such as political stability, regulations and government policies and economic instability may have an adverse effect on the Group's business, financing condition and operation results.

GEM LISTING RULES IMPLICATIONS

The Company has not conducted any rights issue, open offer or specific mandate placings within the 12-month period immediately preceding the Latest Practicable Date, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities as part of any rights issue, open offer and/or specific mandate placings within such 12-month period.

The theoretical diluted price, the benchmarked price and the theoretical dilution effect (as those terms are defined under Rule 10.44A of the GEM Listing Rules) for the Rights Issue are approximately HK\$0.107 per Share, HK\$0.120 per Share and 11.1%, respectively. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

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

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

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

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

ADDITIONAL INFORMATION

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

By order of the Board
KPM Holding Limited
Tan Thiam Kiat Kelvin
Chairman

1. SUMMARY OF FINANCIAL INFORMATION

The audited consolidated financial statements of the Group are disclosed in the annual reports of the Company for the years ended 31 December 2023 (pages 30 to 105), 2024 (pages 33 to 101) and 2025 (pages 30 to 103), which are published on 30 April 2024, 29 April 2025 and 29 April 2026 respectively. The above mentioned financial information is available on the website of the Company at www.hklnnews.hk/8027 and the website of the Stock Exchange at www.hkexnews.hk:

- (a) the annual report of the Company for the year ended 31 December 2023 in relation to the audited consolidated financial statements of the Group for the same year (<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0430/2024043002824.pdf>);
- (b) the annual report of the Company for the year ended 31 December 2024 in relation to the audited consolidated financial statements of the Group for the same year (<https://www1.hkexnews.hk/listedco/listconews/gem/2025/0429/2025042903369.pdf>); and
- (c) the annual report of the Company for the year ended 31 December 2025 in relation to the audited consolidated financial statements of the Group for the same year (<https://www1.hkexnews.hk/listedco/listconews/gem/2026/0429/2026042906264.pdf>).

2. STATEMENT OF INDEBTEDNESS

At the close of business on 31 July 2026, being the latest practicable date for this statement of indebtedness prior to the printing of this Prospectus, the indebtedness of the Group are as follows:

Bank loan

As at 31 July 2026, the Group has outstanding bank loan of approximately S\$985,000, which is secured, guaranteed, bearing interest at 1%+SIBOR per annum and repayable on 28 May 2030.

Lease liabilities

The Group measures the lease liabilities at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rates estimated for each subsidiary with lease liabilities recognised under HKFRS 16 Leases. As at 31 July 2026, the Group has outstanding lease liabilities (including both current and non-current portions) of approximately S\$1,442,000. Such amount is secured and unguaranteed.

Mortgages, charges and pledges

As at 31 July 2026, the Group's borrowings were secured by the lessor's title to the relevant leasehold land, building and leased motor vehicles with the aggregate carrying values amounting to approximately S\$3,190,000.

The Directors confirmed that, save as disclosed above, there has not been any material change in the indebtedness and contingent liabilities of the Group since 31 July 2026 up to the Latest Practicable Date.

Disclaimer

Saved as disclosed and apart from intra-group liabilities and normal trade and other payables in the ordinary course of business, at the close of business on 31 July 2026, the Group did not have any debt securities issued and outstanding, and authorised or otherwise created but unissued, term loans, bank overdrafts, liabilities under acceptances (other than normal trade bills) or acceptance credits, other loans or similar indebtedness, other lease liabilities, debentures, mortgages and charges, hire purchase commitments, guarantee outstanding or any other contingent liabilities.

3. WORKING CAPITAL STATEMENT

The Directors, after due and careful consideration, are of the opinion that, after taking into account the estimated net proceeds from the Rights Issue, its presently available financial resources, including funds internally generated from operation and the available facilities, the Group will have sufficient working capital for its operation for at least the next twelve (12) months from the date of this Prospectus.

4. MATERIAL ADVERSE CHANGES

The Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 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 Group is principally engaged in the design, fabrication, installation and maintenance of signage and related products and the business of provision of fitting-out and renovation services for commercial premises and residential developments and provision of IT solution development services.

The revenue of the Group increased by approximately 20.0% from approximately S\$15.9 million for year ended 31 December 2024 to approximately S\$19.1 million for the year ended 31 December 2025. The increase of revenue was mainly attributable to the improved performance of the signage business.

The Group recorded a profit for the year attributable to owners of the Company of approximately S\$1.3 million for the year ended 31 December 2025, compared with a loss for the year attributable to owners of the Company of approximately S\$901,000 for the corresponding year in 2024. The turnaround was mainly attributable to an approximately S\$1.8 million year-on-year increase in the Group's gross profit, which was primarily contributed by the signage business.

As at 31 December 2025, the Group recorded a total assets of approximately S\$18.8 million (2024: S\$17.7 million), a total liabilities of S\$7.6 million (2024: S\$7.5 million) and a net asset of approximately S\$11.2 million (2024: S\$10.2 million).

In 2026, the economies of Singapore and China are projected to maintain steady growth, driven by resilient domestic demand and expanding key sectors. The Singapore and the PRC Government continue to emphasize strategic urban planning, proactive land supply management, and urban renewal initiatives, reinforcing real estate as a vital pillar of the economy. Looking ahead, the Group anticipates progressive business expansion and expects its financial performance to improve year-on-year. The Group remains proactive in seeking growth opportunities by exploring market expansion, optimizing operational efficiency, and leveraging innovative strategies. The Group will continue to manage its expenditures, review the business strategy constantly and look for other business opportunities to cope with existing market environment in a cautious and prudent manner.

As at present, save for the Rights Issue, the Board has no intention or plan to conduct other equity fund raising activities or any other corporate actions in the next 12 months. However, if the net proceeds from the Rights Issue cannot satisfy the Group's future funding needs for operation and development of its business or other investment opportunities, the Board does not rule out the possibility that the Company may conduct other equity fund raising activity if needed. The Company will make further announcement in accordance with the GEM Listing Rules as and when appropriate.

**KPM HOLDING LIMITED (THE “COMPANY”) AND ITS SUBSIDIARIES
(COLLECTIVELY REFERRED TO AS THE “GROUP”)****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 the owners of the Company as at 31 December 2025 (the “**Unaudited Pro Forma Financial Information**”) which has been prepared by the directors of the Company in accordance with Chapter 7.31 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circulars” as 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 audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2025, as if the Rights Issue had taken place on such date.

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

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

APPENDIX II

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 S\$'000 (Note 1)	Unaudited estimated net proceeds from the Rights Issue S\$'000 (Note 2)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2025 immediately after completion of the Rights Issue S\$'000	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share immediately before the Rights Issue S\$ (Note 3)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share immediately after completion of the Rights Issue S\$ (Note 4)
Based on 473,600,000 Rights Shares to be issued at Subscription Price of HK\$0.10 per Rights Share				
11,220	7,529	18,749	0.05	0.03

Notes:

- The audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 were extracted from the audited consolidated net assets of the Group attributable to the owners of the Company as at 31 December 2025 of approximately S\$11,220,000 (equivalent to approximately HK\$67,959,000), as shown in the audited condensed consolidated statement of financial position of the Group as at 31 December 2025. These figures have been extracted by the Directors from the published audit report as at 31 December 2025.
- The estimated net proceeds from the Rights Issue of approximately S\$7,529,000 (equivalent to approximately HK\$45,600,000) are based on 473,600,000 Rights Shares to be issued at HK\$0.10 per Rights Share after deducting estimated related expenses of approximately S\$294,000 (equivalent to approximately HK\$1,781,000) including but not limited to placing commission and advisory fees for the professional parties, printing, registration, translation, legal, accounting and documentation charges payable by the Company.
- The calculation of unaudited consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately before the Rights Issue are calculated based on the audited consolidated net tangible assets of the Group as at 31 December 2025 of approximately S\$11,220,000 (equivalent to approximately HK\$67,959,000), divided by 236,800,000 Shares in issue as at 31 December 2025.

4. The calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share immediately after completion of the Rights Issue is based on unaudited pro forma adjusted consolidated net tangible assets of the Group of approximately S\$18,749,000 (equivalent to approximately HK\$113,559,000) attributable to the owners of the Company as at 31 December 2025 immediately after completion of the Rights Issue, being the aggregate of audited consolidated net tangible assets of the Group of approximately S\$11,220,000 (equivalent to approximately HK\$67,959,000) attributable to the owners of the Company as at 31 December 2025 and the estimated net proceeds from the Rights Issue of approximately S\$7,529,000 (equivalent to approximately HK\$45,600,000), divided by 710,400,000 Shares which represents the sum of 236,800,000 Shares in issue and 473,600,000 Rights Shares (assuming no change in the issued share capital if the Company on or before the Record Date) to be issued immediately after completion of the Rights Issue, as if the Rights Issue had been completed on 31 December 2025.
5. Save as disclosed above, no adjustments have been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2025.
6. For the purpose of this statement, the conversion of HK\$ into S\$ is based on the approximate exchange rate of HK\$1.00 to S\$0.1651.

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF 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.



24/F., Siu On Centre,
188 Lockhart Road
Wan Chai, Hong Kong
3 September 2026

The Board of Directors of
KPM Holding Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of KPM Holding Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 December 2025 and related notes as set out on pages II-1 to II-3 of the prospectus issued by the Company dated 3 September 2026 (the “**Prospectus**”). The applicable criteria on the basis of which the directors have compiled the unaudited pro forma financial information are described in Section A of Appendix II of the Prospectus.

The unaudited pro forma financial information has been compiled by the directors of the Company to illustrate the impact of the proposed rights issue on the basis of two rights shares for every one adjusted share (the “**Rights Issue**”) held on the record date on the Group's financial position as at 31 December 2025 as if the Rights Issue had taken place as at 31 December 2025. As part of this process, information about the Group's net tangible assets as at 31 December 2025 has been extracted by the directors from the audited condensed consolidated financial statements for the year ended 31 December 2025, on which an annual report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors are responsible for compiling the unaudited pro forma financial information in accordance with Chapter 7.31 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) as 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* as issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

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

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 31(7) of Chapter 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" as issued by the HKICPA. This standard requires that the reporting accountant plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the unaudited pro forma financial information in accordance with paragraph 31 of Chapter 7 of the GEM Listing Rules and with reference to AG 7 as 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 the Unaudited Pro Forma Financial Information included in the Prospectus 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 pro forma adjustment gives 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 accountants' judgement, 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 directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustment is appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 31(1) of Chapter 7 of the GEM Listing Rules.

Yours faithfully,

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Hong Kong

Yeung Man Sun

Practising Certificate Number: P07606

1. RESPONSIBILITY STATEMENT

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

2. SHARE CAPITAL AND OPTIONS

(a) Share capital

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

(I) As at the Latest Practicable Date

	Number of Shares '000	Nominal value of ordinary Shares HK\$'000
Authorised:		
Ordinary Shares of HK\$0.03125 each	<u>1,600,000</u>	<u>50,000</u>
Issued and fully paid:		
Ordinary Shares of HK\$0.03125 each	<u>236,800</u>	<u>7,400</u>

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

	Number of Shares '000	Nominal value of ordinary Shares HK\$'000
Authorised:		
Ordinary Shares of HK\$0.03125 each	<u>1,600,000</u>	<u>50,000</u>
Issued and fully paid:		
Ordinary Shares of HK\$0.03125 each	236,800	7,400
Rights Shares to be issued pursuant to the Rights Issue of HK\$0.03125 each	<u>473,600</u>	<u>14,800</u>
Ordinary Shares in issue immediately after completion of the Rights Issue	<u>710,400</u>	<u>22,200</u>

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

The Company has applied to the GEM Listing Committee for the listing of and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange. As at the Latest Practicable Date, the Company does not hold any treasury shares.

(b) Share Options

As at the Latest Practicable Date, the Company did not have any options, warrants or other convertible securities or rights affecting the 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.

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

3. DISCLOSURE OF INTERESTS

Director's and chief executive's interests in the Company

As at the Latest Practicable Date, the interests and short positions of each director and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Aggregate long positions in the shares and underlying shares of the Company

Name of Directors	Nature of interest	Number of shares held	Approximate percentage of the Company's issued share capital
Executive Director:			
Tan Thiam Kiat Kelvin	Interest of controlled company ⁽¹⁾	39,337,600	16.61%
Independent non- executive Director:			
Lau Muk Kan	Beneficial owner	1,280,000	0.54%

Note:

- (1) The entire issued share capital of Absolute Truth Investments Limited is beneficially owned by Mr. Tan Thiam Kiat Kelvin.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company has any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As at the Latest Practicable Date, the following persons/entity (other than the Directors and chief executives of the Company) had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

Aggregate long positions in the shares and underlying shares of the Company

Name	Nature of interest	Number of shares held	Approximate percentage of the Company's issued share capital
Absolute Truth Investments Limited	Beneficial owner	39,337,600	16.61%

Note: The entire issued share capital of Absolute Truth Investments Limited is beneficially owned by Mr. Tan Thiam Kiat Kelvin.

Save as disclosed above, as at the Latest Practicable Date, none of the substantial or significant shareholders or other persons, other than the Directors and chief executives of the Company whose interests are set out in the section “Other information – Directors’ and chief executives’ interests and short positions in shares, underlying shares and debentures” above, had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

4. DIRECTORS’ INTERESTS IN CONTRACT AND ASSET

As at the Latest Practicable Date, none of the Directors, directly or indirectly, had any interest in any assets which had since 31 December 2025 (being the date to which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to the Group, or were proposed to be acquired or disposed of by or leased to the Group. As at the Latest Practicable Date, none of the Directors was materially interested in any subsisting contract or arrangement which is significant in relation to the business of the Group.

5. DIRECTORS’ SERVICE CONTRACTS

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

6. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors or any of their respective associates had any interest in business which competes with or may compete with the business of the Group or had any other conflict which any person has or may have with the Group.

7. MATERIAL LITIGATION

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

8. MATERIAL CONTRACT

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

the Placing Agreement

9. EXPERTS AND CONSENTS

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

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

As at the Latest Practicable Date, the above expert did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the above expert did not have any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or which were 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 accounts of the Company were made up.

As at the Latest Practicable Date, the above expert has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its report and the reference to its name in the form and context in which they respectively appear.

10. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Executive Directors Mr. Tan Thiam Kiat Kelvin
Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

Ms. Lin Sin Huei
Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

Independent non-executive Mr. Lock Kiu Yin
Directors Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

Mr. Lau Muk Kan
Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

Mr. Xiao Laiwen
Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

Authorised representatives Mr. Tan Thiam Kiat Kelvin
Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

Mr. Man Yun Wah
Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

Company secretary Mr. Man Yun Wah
Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

Registered office	Windward 3, Regatta Office Park PO Box 1350 Grand Cayman KY1-1108 Cayman Islands
Principal place of business in Hong Kong	Unit 506, 5/F, New World Tower 1 18 Queen's Road Central, Central Hong Kong
Principal share registrar and transfer office in the Cayman Islands	Ocorian Trust (Cayman) Limited Windward 3, Regatta Office Park PO Box 1350 Grand Cayman KY1-1108 Cayman Islands
Branch share registrar and transfer office in Hong Kong	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Principal bankers	DBS Bank Ltd 12 Marina Boulevard Marina Bay Financial Centre Tower 3 Singapore 018982
Auditor	McMillan Woods (Hong Kong) CPA Limited <i>Certified Public Accountants</i> 24/F, Siu On Centre 188 Lockhart Road Wan Chai Hong Kong
Stock code	8027
Company's	www.hklcnews.hk/8027
Placing Agent to the Company	Suncorp Securities Limited Unit 2305, 23/F The Center 99 Queen's Road Central Hong Kong

Legal advisers to the	Chan, Wan, Luk & Associates
Company as to Hong	Room 1003, 10/F
Kong laws	8 Jordan Road
	Jordan
	Hong Kong

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

Executive Directors

Mr. Tan Thiam Kiat Kelvin (陳添吉), aged 54, a co-founder, an executive Director and the Chairman of the Group. He was first appointed as the Director on 10 March 2015. He is also the director of Signmechanic Pte Ltd (“Signmechanic Singapore”), appointed on 1 December 1997. He has more than 20 years of experience in the signage industry. Since 1997, he has been involved in Signmechanic Singapore, focusing on the growth of the business. He is involved in overall management, strategic planning and business development, and maintains relationships with key customers in the public infrastructure sector. He graduated with a diploma in electronic engineering from Ngee Ann Polytechnic, Singapore in August 1992. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Ms. Lin Sin Huei (林欣慧), aged 33, was appointed as an executive Director on 8 November 2023. She obtained certificates of Interior Decoration & Repairs Management of a Building and Interior Design of a Building from Shih Chien University. She has 10 years of experience in the construction industry, specially in the field of fitting out and renovation projects. She has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Independent non-executive Directors

Mr. Lock Kiu Yin (陸翹彥), aged 44, was appointed as an independent non-executive Director on 8 May 2018. He is currently the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company. He graduated from Curtin University of Technology with a Bachelor of Commerce degree in accounting and accounting technologies in 2004. He is a member of CPA Australia. He has more than 10 years of experience in accounting and finance. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Mr. Lau Muk Kan (劉木根), aged 75, was appointed as an independent non-executive Director on 13 June 2018. He is currently the chairman of the nomination committee and a member of the audit committee and remuneration committee of the Company. He has engaged in the manufacturing industry for over 30 years. He has extensive experience in business management and corporation operation management. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Mr. Xiao Laiwen (肖來文), aged 37, was appointed as an independent non-executive Director on 9 November 2019. He is currently the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. He graduated from Xiangtan University with a bachelor's degree in economics. He has extensive experience in the manufacturing and technology industries. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Audit committee

The audit committee of the Company (the "Audit Committee") consists of three independent non-executive Directors, namely Mr. Lock Kiu Yin, Mr. Xiao Laiwen and Mr. Lau Muk Kan. Mr. Lock Kiu Yin is the chairman of the Audit Committee. The primary duties of the audit committee include, among others, to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, monitor integrity of the Group's consolidated financial statements, review significant financial reporting judgements contained in them, oversee the Group's financial reporting, internal control, risk management systems and audit process and to perform other duties and responsibilities as assigned by the Board.

Company Secretary

Mr. Man Yun Wah was appointed as a company secretary of the Company on 8 November 2023. Mr. Man possesses the necessary qualification and experience, and is capable of performing the functions of the company secretary. Mr. Man holds a bachelor's degree in business administration and management and a master's degree in corporate governance. He is currently an associate member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. Mr. Man has extensive working experience in the company secretarial profession.

12. EXPENSES

The expenses in connection with the Rights Issue and the Placing Arrangement, including placing commission and professional fees payable to financial advisers, legal advisers, financial printer and other parties involved in the Rights Issue, are estimated to be approximately HK\$1.8 million in maximum, and are payable by the Company.

13. MISCELLANEOUS

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

14. LEGAL EFFECT

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

15. BINDING EFFECT

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

16. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

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

17. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hklcnnews.hk/8027) for 14 days from the date of this Prospectus:

- (i) the annual reports of the Company for the three (3) years ended 31 December 2023, 2024 and 2025
- (ii) the letter from the Board, the text of which is set out on pages 7 to 32 of this Prospectus;
- (iii) the memorandum and articles of association of the Company;
- (iv) the assurance report issued by the independent reporting accountants regarding the compilation of unaudited pro forma financial information of the Company as set out in appendix II of this Prospectus;
- (v) the written consent referred to in the paragraph headed “9. Expert and Consent” in this appendix;
- (vi) the material contracts referred to in the paragraph headed “8. Material contracts” in this appendix;
- (vii) the Circular; and
- (viii) the Prospectus Documents.