
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Asia-Pac Financial Investment Company Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited, Hong Kong Securities Clearing Company Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, 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 circular.

Asia-Pac Financial Investment Company Limited

亞太金融投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

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

Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders

VINCO 榮高

Vinco Financial Limited

Placing Agent to the Company

Suncorp
Securities Limited

A notice convening the EGM to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Wednesday, 14 October 2026 at 3:00 p.m. is set out on pages EGM-1 to EGM-4 of this circular.

If you are not able to attend and vote at the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event, not later than 48 hours before the time appointed for holding the EGM (i.e. by 3:00 p.m. on Monday, 12 October 2026) or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or its adjournment should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

It should be noted that the Shares will be dealt in on an ex-rights basis from Thursday, 15 October 2026. Dealings in the Rights Shares in their nil-paid form will take place from Friday, 30 October 2026 to Friday, 6 November 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 circular. Shareholders and potential investors of the Company should note that: (a) if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed; and (b) the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders 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. 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.

This circular with a form of proxy will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at www.gca.com.hk.

29 September 2026

CHARACTERISTICS OF GEM

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

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

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	7
LETTER FROM THE BOARD	
Introduction	10
Proposed Rights Issue on the Basis of Two (2) Rights Shares for Every One (1) Share Held on the Record Date	11
Extraordinary General Meeting and Proxy Arrangement	32
Recommendation.....	33
LETTER FROM THE INDEPENDENT BOARD COMMITTEE	34
LETTER FROM VINCO FINANCIAL	35
APPENDIX I – FINANCIAL INFORMATION OF THE GROUP	I-1
APPENDIX II – UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP	II-1
APPENDIX III – GENERAL INFORMATION	III-1
NOTICE OF EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 14 August 2026 in relation to, among other things, the Rights Issue
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (excluding Saturday and Sunday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Asia-Pac Financial Investment Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM of the Stock Exchange (stock code: 8193)
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong
“Compensatory Arrangements”	placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares by the Placing Agent on a best effort basis pursuant to the Placing Agreement in accordance with Rule 10.31(1)(b) of the GEM Listing Rules
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules

DEFINITIONS

“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held and convened to consider and approve, among other things, the Rights Issue and the transactions contemplated thereunder
“ES Unsold Rights Share(s)”	the Rights Share(s) which would otherwise has/have been provisionally allotted to the Excluded Shareholder(s) in nil-paid form that has/have not been sold by the Company
“Excluded Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Shares to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“GEM”	GEM of the Stock Exchange
“GEM Listing 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”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Independent Board Committee”	an independent board committee of the Company comprising all the independent non-executive Directors, which has been established under the GEM Listing Rules to advise the Independent Shareholders in respect of the Rights Issue
“Independent Financial Adviser” or “Vinco Financial”	Vinco Financial Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser of the Company appointed to advise the Independent Board Committee and the Independent Shareholders in relation to 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)”	person(s) who is(are) third party(ies) independent of the Company and connected persons of the Company
“Last Trading Day”	14 August 2026, being the last trading day of the Shares on the Stock Exchange before the release of the Announcement
“Latest Practicable Date”	28 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Latest Time for Acceptance”	4:00 p.m. on Wednesday, 11 November 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
“No Action Shareholders”	Qualifying Shareholders or their renounees who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renounees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed

DEFINITIONS

“Notice of Extraordinary General Meeting”	the notice dated 29 September 2026 for convening the EGM and included herein
“Overseas Shareholder(s)”	Shareholder(s) with registered address(es) (as shown on the register of members of the Company on the Record Date) which is(are) outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) proposed to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placee(s)”	any individuals, corporate, institutional investor(s) or other investor(s), who and whose ultimate beneficial owner(s) shall not be the Shareholder(s) and shall be the Independent Third Party(ies), procured by the Placing Agent and/or its sub-placing agent(s), who and whose ultimate beneficial owners shall not be the Shareholder(s) and shall be the Independent Third Party(ies), to subscribe for any of the Unsubscribed Rights Shares and the ES Unsold Rights Shares pursuant to the Placing Agreement
“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”	the placing agreement dated 14 August 2026 and entered into between the Company and the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares to the Placee(s) on a best effort basis
“Placing Arrangement”	the placing arrangement for the Unsubscribed Rights Shares and the ES Unsold Rights Shares as described in the section headed “The Placing Agreement” in this circular
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Prospectus”	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	collectively, the Prospectus and PAL
“Prospectus Posting Date”	Wednesday, 28 October 2026 or such other date as the Company may determine, being the date on which the Prospectus Documents are posted to the Qualifying Shareholders
“Public Float Requirement”	the public float requirement under Rule 17.37B of the GEM Listing Rules
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date, other than the Excluded Shareholder(s)
“Record Date”	Tuesday, 27 October 2026 or such other date as may be determined by the Company, being the date for determining entitlements of Shareholders to participate in the Rights Issue
“Registrar”	Tricor Investor Services Limited
“Rights Issue”	the proposed issue of the Rights Shares by way of rights on the basis of two (2) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date at the Subscription Price pursuant to the Prospectus Documents
“Rights Share(s)”	up to 559,624,688 new Shares proposed to be allotted and issued by the Company to the Qualifying Shareholders for subscription pursuant to the Rights Issue, assuming no further issue of new Share(s) and no repurchase of Share(s) on or before the Record Date
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.1 per Rights Share
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Unsubscribed Rights Shares”	Rights Shares that are not subscribed by the Qualifying Shareholders
“%”	per cent

EXPECTED TIMETABLE

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

Event	2026
Latest time for lodging transfers of Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Wednesday, 7 October
Closure of register of members of the Company for attending and voting at the EGM (both days inclusive)	Thursday, 8 October to Wednesday, 14 October
Latest time for lodging forms of proxy for the purpose of the EGM	3:00 p.m. on Monday, 12 October
Record date for determining attendance and voting at the EGM	Wednesday, 14 October
Expected date and time of the EGM	3:00 p.m. on Wednesday, 14 October
Announcement of poll results of the EGM	Wednesday, 14 October
Last day of dealings in Shares on a cum-rights basis	Thursday, 15 October
First day of dealings in Shares on an ex-rights basis	Friday, 16 October
Latest time for the Shareholders to lodge transfer of Shares in order to qualify for the Rights Issue	4:30 p.m. on Tuesday, 20 October
Closure of register of members of the Company for the Rights Issue (both days inclusive)	Wednesday, 21 October to Tuesday, 27 October
Record Date for determining entitlements to the Rights Issue	Tuesday, 27 October
Register of members of the Company re-opens	Wednesday, 28 October
Despatch of Prospectus Documents	Wednesday, 28 October
First day of dealings in nil-paid Rights Shares	9:00 a.m. on Friday, 30 October
Latest time for splitting of PAL	4:30 p.m. on Tuesday, 3 November
Latest time of dealings in nil-paid Rights Shares	4:10 p.m. on Friday, 6 November

EXPECTED TIMETABLE

Event**2026****Latest time for acceptance of and payment for****the Rights Shares 4:00 p.m. on Wednesday, 11 November**

Latest time for lodging transfer documents of

nil-paid Rights Shares to qualify for the

payment of Net Gain 4:10 p.m. on Wednesday, 11 November

Announcement of the number of Unsubscribed Rights Shares

and the ES Unsold Rights Shares subject to

the Compensatory Arrangements Wednesday, 18 November

Commencement of placing of Unsubscribed Rights Shares

and the ES Unsold Rights Shares by the Placing Agent Thursday, 19 November

Latest time of placing of the Unsubscribed Rights Shares

and the ES Unsold Rights Shares

by the Placing Agent 6:00 p.m. on Thursday, 26 November

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 Friday, 27 November

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) Friday, 4 December

Refund cheques, if any, to be despatched

(if the Rights Issue does not proceed) On or before Monday, 7 December

Certificates for fully paid Rights Shares

to be despatched Monday, 7 December

Commencement of dealings in fully-paid Rights Shares 9:00 a.m. on Tuesday, 8 December

Payment of Net Gain to relevant No Action Shareholders

(if any) or Excluded Shareholders (if any) Tuesday, 22 December

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

EXPECTED TIMETABLE

The expected timetable is subject to change, and any such change will be further announced by the Company as and when appropriate.

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

The latest time for acceptance of and payment for the Rights Shares will not take place if:

1. typhoon signal No. 8 (or above);
2. “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region; or
3. a “black” rainstorm warning
 - (a) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 11 November 2026. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
 - (b) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Wednesday, 11 November 2026. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

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

LETTER FROM THE BOARD

Asia-Pac Financial Investment Company Limited

亞太金融投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

Executive Directors:

Mr. Ip Kwok Kwong (*Managing Director*)

Mr. Wu Di

Independent Non-executive Directors:

Mr. Sek Wai Kit

Mr. So Kwok Yun

Ms. Zhou Lisi

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111, Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:

Unit 506, 5th Floor

New World Tower 1

18 Queen's Road Central

Central

Hong Kong

To the Qualifying Shareholders

Dear Sir/Madam,

**PROPOSED RIGHTS ISSUE ON THE BASIS OF
TWO (2) RIGHTS SHARES FOR EVERY ONE (1) SHARE
HELD ON THE RECORD DATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

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

The purpose of this circular is to provide you with (i) further details of the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue; (iv) other information required under the GEM Listing Rules; and (v) a notice convening the EGM.

LETTER FROM THE BOARD

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

The Company proposes to raise gross proceeds of up to approximately HK\$56.0 million on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date by issuing 559,624,688 Rights Shares at the Subscription Price of HK\$0.1 per Rights Share (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the Record Date).

Further details of the Rights Issue are set out below:

Issue statistics

Basis of 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\$0.1 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	279,812,344 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue	:	Up to 559,624,688 Rights Shares with an aggregate nominal value of approximately HK\$56.0 million, assuming no further issue of new Share(s) and no repurchase of Share(s) on or before the Record Date
Number of Shares in issue immediately upon completion of the Rights Issue	:	Up to 839,437,032 Shares, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date
Maximum funds raised before expenses	:	Up to approximately HK\$56.0 million before expenses, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date

LETTER FROM THE BOARD

- Maximum funds raised after expenses : Up to approximately HK\$53.9 million, after deducting estimated related expenses of approximately HK\$2.1 million, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date
- Net price (i.e. Subscription Price less cost and expenses incurred in the Rights Issue) : Approximately HK\$0.096 per Rights Share, assuming no further issue of new Share(s) and no repurchase of Share(s) on or before the Record Date
- Compensatory Arrangements : Any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent placees on a best effort basis 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
- Rights of excess application and underwriter : There will be no excess application arrangements in relation to the Rights Issue and the Rights Issue is not underwritten

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.

The nil-paid Rights Shares proposed to be provisionally allotted pursuant to the terms of the Rights Issue represents 200% of the Company's issued share capital as at the Latest Practicable Date and approximately 66.7% of the Company's issued share capital as enlarged by the allotment and issue of the Rights Shares immediately after completion of the Rights Issue assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before completion of the Rights Issue.

As at the Latest Practicable Date, save for the Rights Issue, the Board has no intention or plan to conduct other equity fund raising activities in the next 12 months.

LETTER FROM THE BOARD

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event 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 unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code or cause the public float of the Company to decrease to below 25%. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules and does not result in any non-compliance with the Public Float Requirements.

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 is HK\$0.1 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, when a renouncee of any provisional allotment of the Rights Shares or a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 8.3% to the closing price of HK\$0.109 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a premium of approximately 20.5% to the closing price of HK\$0.083 per Share as quoted on the Stock Exchange on the Last Trading Day;

LETTER FROM THE BOARD

- (iii) a premium of approximately 22.0% to the average of the closing prices of approximately HK\$0.082 per Share based on the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;
- (iv) a premium of approximately 7.5% to the average of the closing prices of HK\$0.093 per Share based on the closing prices of the Shares as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 54.3% to the audited consolidated net asset value per Share of approximately HK\$0.219 (based on the audited consolidated net asset value of the Company as at 31 March 2026 of approximately HK\$61.3 million and the number of issued shares is 279,812,344);
- (vi) a premium of approximately 6.0% to the theoretical diluted price of approximately HK\$0.094 per Share based on the closing price of HK\$0.083 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (vii) there was no theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) as the theoretical diluted price of approximately HK\$0.094 per Share is higher than the benchmarked price of approximately HK\$0.083 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\$0.083 and the average closing price of HK\$0.082 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day.

The Subscription Price was determined with reference to, among other things, the recent market prices of the Shares, the prevailing market conditions and 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 trading days immediately prior to the Last Trading Day (i.e. from 20 May 2026 to 14 August 2026). During the period, the closing prices of the Shares fluctuated within the range from HK\$0.078 per Share to HK\$0.39 per Share and the average closing price of the Shares was approximately HK\$0.119. The Subscription Price of HK\$0.1 per Rights Share represents a discount of approximately 16.1% to the average closing price of the Shares during the period. The Directors consider that the 60-day period is sufficient and representative as (i) it is of sufficient length to reflect the most recent trend of the prevailing market prices of the Shares and the recent market sentiment towards the Shares; (ii) the prices and general price trend of the Shares during the period have reflected the market evaluation on the recent business performance and financial position of the Group (including the information contained in the annual report of the Group for the year ended 31 March 2026, which was published during the period); and (iii) a longer review period may include historical price levels that are less relevant to the current market environment and the Group’s recent performance. Having regard to the above, the Directors are of the view that the assessment of the Subscription Price adequately reflects and takes into account the Group’s recent business performance and the recent market sentiment towards the Shares, and that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The Directors have also reviewed the trading liquidity of the Shares during the period of one year immediately prior to the Last Trading Day and noted that the average daily trading volume of approximately 1,353,908 Shares (calculated by dividing the total trading volume by the total number of trading days during the period) represented only approximately 0.48% of the total number of Shares in issue as at the Last Trading Day. Accordingly, the Directors considered that the trading liquidity of the Shares was thin during the period, demonstrating an overall lack of market liquidity.

Under the prevailing market conditions and economic sentiment and with reference to (i) the recent market performance of the Shares particularly the Company's average trading volume as illustrated above indicated a lack of liquidity and demand for the Shares; and (ii) the Shares have been traded at a discount to the net asset value per Share, the Directors consider that it would be more practical and commercially reasonable to set the Subscription Price at a discount to the recent market price and the net asset value per Share in order to enhance the attractiveness of the Rights Issue and encourage the Qualifying Shareholders and investors to participate in the Rights Issue. Although the Subscription Price represents a premium to the closing price of the Shares on the Last Trading Day and the average of the closing prices of the Shares for the five and ten consecutive trading days up to and including the Last Trading Day, the Company is legally prohibited from allotting or issuing Shares at a price lower than their nominal value. Nevertheless, the Subscription Price represents a discount to the average closing price of the Shares during the 60-day period and the net asset value per Share. The Directors consider that such level of discount would be sufficient to attract subscriptions and enable the Company to raise the intended proceeds. In assessing whether the level of discount adopted (i.e. compared to the average closing price of the Shares over the 60-day period) and the Subscription Price are fair and reasonable, the Directors have balanced the discounts and the potential dilution impact arising from the Rights Issue against a number of other relevant factors, including (i) the Company's funding needs and liquidity requirements as discussed in the section headed "REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS"; (ii) the legal restriction prohibiting the Company from issuing Shares below par value; (iii) the prevailing downward trend and thin trading liquidity of the Shares immediately prior to the Last Trading Day; (iv) the ability of Qualifying Shareholders to maintain their proportional interests in the Company by subscribing for their entitled Rights Shares; and (v) the opportunity available to Qualifying Shareholders who do not wish to subscribe for the Rights Shares to dispose of their nil-paid rights in the market. Having regard to the above, the Directors are of the view that the basis of determination of the level of discount adopted and the Subscription Price is fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole, as it strikes an appropriate balance between the Company's funding needs and the interests of the Shareholders.

LETTER FROM THE BOARD

The Directors (excluding the members of the Independent Board Committee whose opinion will be set forth in the circular of the Company 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, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

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.

The PAL relating to the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein. 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.

There will be no excess application arrangements in relation to the Rights Issue and the Rights Issue is not underwritten.

Qualifying Shareholders

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

In order to be registered as a member of the Company on the Record Date, a Shareholder must lodge the relevant transfer(s) of Share(s) (with the relevant share certificates) with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Tuesday, 20 October 2026.

Shareholders with their Shares held by a nominee (or held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company.

Shareholders with their Shares held by a nominee (or held in CCASS) are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date. For investors whose Shares are held by a nominee (or held in CCASS) and would like to have their names registered on the register of members of the Company, they must lodge all necessary documents with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 20 October 2026.

LETTER FROM THE BOARD

The last day of dealings in Shares on a cum-rights basis is Thursday, 15 October 2026. The first day of dealings in Shares on an ex-rights basis is Friday, 16 October 2026.

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

The Company will comply with Rule 17.41(1) of the GEM Listing Rules and make enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholder(s) under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges. If, based on legal advice, the Directors are of the opinion that it would be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place to exclude such Overseas Shareholder(s) from the Rights Issue, no Rights Shares (whether in nil-paid or fully-paid form) will be offered to such Overseas Shareholder(s). In such circumstances, the Rights Issue will not be extended to the Excluded Shareholder(s). The basis for excluding the Excluded Shareholders, if any, from the Rights Issue will be set out in the Prospectus. The Company will send the Prospectus to the Excluded Shareholders (if any) for their information only but will not send any PAL to them.

Based on the register of members of the Company as at the Latest Practicable Date, there were four Shareholders with registered address in the PRC holding an aggregate of 1,200 Shares (representing approximately 0% of the total issued share capital of the Company), and one Shareholder with a registered address in Taiwan holding 4,370,000 Shares (representing approximately 1.6% of the total issued share capital of the Company). The Company has obtained advice from legal advisers and has been advised that there are no restrictions under securities law or other similar laws in the PRC and Taiwan or requirement of any regulatory body or stock exchange in the PRC and Taiwan which would prevent the Company from extending the Rights Issue to the Overseas Shareholders in the PRC and Taiwan. Based upon such advice, the Overseas Shareholders having registered address in the PRC and Taiwan will not be excluded from the Rights Issue and shall therefore be the Qualifying Shareholders. Accordingly, the Rights Issue will be extended to such Overseas Shareholders having registered address in the PRC and Taiwan.

Had there been any Excluded Shareholders, 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

LETTER FROM THE BOARD

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 HK\$100 or less 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.

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

Rights of PRC Southbound Trading Investors (if any)

According to the “Stock Connect Southbound Shareholding Search” available on the Stock Exchange’s website, as at the Latest Practicable Date, China Securities Depository and Clearing Corporation Limited did not hold any Shares.

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.

LETTER FROM THE BOARD

Fractional entitlements to the Rights Shares

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

Odd Lot Arrangement

As no odd lots of the Shares are expected to result from the Rights Issue, no odd lot matching services will be provided by the Company in respect of the Rights Issue.

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

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, the Company will make arrangements to dispose of the Unsubscribed Rights Shares and the ES Unsold Rights Shares by offering the Unsubscribed Rights Shares and the ES Unsold Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the rights. There will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 10.31(1)(a) of the GEM Listing Rules.

The Company therefore appointed the Placing Agent to place the Unsubscribed Rights Shares and the ES Unsold Rights Shares after the Latest Time for Acceptance to independent placees on a best effort basis, and any premium over the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), 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 Thursday, 26 November 2026, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and the ES Unsold Rights Shares at a price not less than the Subscription Price. 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.

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

- (i) where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL (unless that person is covered by (iii) below), by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for;

LETTER FROM THE BOARD

- (ii) where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS (unless that person is covered by (iii) below), by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for;
- (iii) if the Rights Issue is extended to the Overseas Shareholders and where an entitlement to the Rights Shares was not taken up by such Overseas Shareholders, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and
- (iv) in respect of the Excluded Shareholders (if any), by reference to their shareholdings in the Company on the Record Date.

It is proposed that Net Gain to any of the No Action Shareholder(s) or Excluded Shareholders mentioned in (i) to (iv) above which is in an amount of HK\$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit. 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 14 August 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to procure Placee(s), on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares. Details of the Placing Agreement are as follows:

Date	:	14 August 2026 (after trading hours)
Issuer	:	the Company
Placing Agent	:	Suncorp Securities Limited, was appointed as the Placing Agent to procure, on a best effort basis, Placees to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares.

The Placing Agent confirmed that it is independent of and not connected with the Company and its connected persons or any of their respective associates.

LETTER FROM THE BOARD

- Placing price of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares : The placing price of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares shall be not less than the Subscription Price.
- The final price determination is depended on the demand and market conditions of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares during the process of placement.
- Commission : 3% of the amount which is equal to the placing price multiplied by the Unsubscribed Rights Shares and ES Unsold Rights Shares that have been successfully placed by the Placing Agent pursuant to the terms of the Placing Agreement.
- The commission is not payable by the Company to the Placing Agent if the Placing Agreement has not become unconditional or is otherwise terminated in accordance with its terms.
- Placing price of each of the Unsubscribed Rights Share and/or the ES Unsold Rights Share (as the case maybe) : The placing price of each of the Unsubscribed Rights Shares and/or the ES Unsold Rights Share (as the case maybe) 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 : The Unsubscribed Rights Shares and the ES Unsold Rights Shares are expected to be placed to the Placee(s) who and whose ultimate beneficial owner(s) shall not be the Shareholder(s) and shall be the Independent Third Party(ies).
- The Placing Agent undertakes to use its best endeavours to procure that (i) the placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (ii) the Company will continue to comply with the Public Float Requirement upon completion of the Rights Issue.

LETTER FROM THE BOARD

Ranking of Unsubscribed Rights Shares and the ES Unsold Rights Shares : Unsubscribed Rights Shares and the ES Unsold Rights Shares (when placed, allotted, issued and fully paid) shall rank *pari passu* in all respects among themselves and with the Shares then in issue.

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

- (i) the passing by the Independent Shareholders at the EGM of the necessary resolution(s) to approve the Rights Issue and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares);
- (ii) the GEM Listing Committee having granted the listing of, and the permission to deal in, the Rights Shares;
- (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 precedent to the Placing Agreement (other than those set out in paragraph (i) and (ii) above) by notice in writing to the Company.

LETTER FROM THE BOARD

Termination : The Placing Arrangement shall end on Thursday, 26 November 2026 or any other date by mutual written agreement between the Placing Agent and the Company.

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

Placing Completion : Completion is expected to take place within six Business Days after publication of an announcement by the Company of the number of the Unsubscribed Rights Shares and the ES Unsold Rights Shares under the Compensatory Arrangements and upon fulfilment or waiver (as the case may be) of the conditions precedent to the Placing Agreement 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 Unsubscribed Rights Shares and ES Unsold Rights Shares (including the commission payable) was determined after arm's length negotiation between the Company and the Placing Agent and is on normal commercial terms with reference to the (i) market comparables, being the rights issue exercises conducted by companies listed on the Stock Exchange within the three months prior to the date of the Placing Agreement, and the placing commission under the Placing Agreement falls within the range of the comparables; (ii) the existing financial position of the Group, including its latest published financial results, cash position and working capital requirements; (iii) the size of the Rights Issue, relative to the Company's market capitalisation; (iv) and the current and expected market condition. The Directors consider that the terms of Placing Agreement for the Unsubscribed Rights Shares and ES Unsold Rights Shares (including the commission payable) are fair and reasonable and on normal commercial terms.

LETTER FROM THE BOARD

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; (ii) an additional channel of participation in the Rights Issue for independent Qualifying Shareholders; and (iii) a compensatory mechanism for No Action Shareholders and the Excluded Shareholders, the Directors consider that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of the Company's minority Shareholders.

Application for listing

The Company will apply to the GEM Listing Committee 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 other than the 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.

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

LETTER FROM THE BOARD

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, 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 Monday, 7 December 2026. Each Shareholder will receive one share certificate for all allotted Shares.

Conditions of the Rights Issue

The Rights Issue is conditional upon:

- (i) the passing by the Independent Shareholders 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
- (v) the Placing Agreement not being terminated in accordance with the provisions thereof, including force majeure events.

The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions by the respective dates specified above. None of the above conditions can be waived. As at the Latest Practicable Date, none of the conditions has been satisfied.

LETTER FROM THE BOARD

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

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 8 October 2026 to Wednesday, 14 October 2026 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM.

The register of members of the Company will be closed from Wednesday, 21 October 2026 to Tuesday, 27 October 2026 (both dates inclusive) for determining the entitlements to the Rights Issue.

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

REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS

The Company is an investment holding company. The Group's business can be broadly categorised into four main sectors: (i) asset advisory services and asset appraisal services, (ii) corporate services and consultancy services, (iii) media advertising services, and (iv) financial services. The asset advisory services and asset appraisal services segment is engaged in the provision of independent valuation services to a number of listed groups to meet market, regulatory and fiduciary requirements, sourcing and identifying potential investment opportunities or investors, undertaking due diligence and evaluation on the underlying assets and provision of procedural and strategic business advices. The corporate services and consultancy services segment mainly focuses on provision of advice to corporations in areas such as corporate governance, internal control, enterprise risk management and other operational aspects as well as provision of back office administration. The media advertising segment is engaged in the provision of media advertising business services through in-elevator poster frames network and liquid-crystal displays network inside elevators or lobbies of middle to high-end residential community. The financial services segment is engaged in the provision of money lending services.

For the years ended 31 March 2025 and 2026, the Group recorded (i) revenue of approximately HK\$30.3 million and HK\$30.2 million respectively; and (ii) loss from operation of approximately HK\$7.3 million and profit from operations of approximately HK\$38.4 million respectively. The decrease in the Group's revenue was mainly attributable to the decrease in revenue arising from the sector of corporate services and consultancy services due to the timing effect from delivery of reports. The turnaround from loss to profit from operation was mainly attributable to an increase in net gain on fair value changes on financial assets at fair value through profit or loss during the year ended 31 March 2026.

LETTER FROM THE BOARD

As at 31 March 2026, the Group recorded bank balances and cash of approximately HK\$13.3 million, total current liabilities of approximately HK\$65.5 million, which included accruals and other payables of approximately HK\$32.1 million and amount due to a director of approximately HK\$14.5 million, and promissory notes of approximately HK\$24.8 million.

The Board considers that the Rights Issue represents an opportunity for the Company to repay the borrowings from the independent third parties to be due so as to relieve its financial burden and provide working capital to the Group to meet any financial obligations of the Group without additional interest burden.

It is estimated that the Company will raise gross proceeds of up to approximately HK\$56.0 million from the Rights Issue and the relevant expenses would be approximately HK\$2.1 million, which includes placing commission and professional fees payable to Independent Financial Adviser, legal advisers, financial printer and other parties involved in the Rights Issue. The estimated net proceeds from the Rights Issue will accordingly be approximately HK\$53.9 million (equivalent to a net price of approximately HK\$0.096 per Rights Share). In line with the aforesaid business objectives, the Company intends to utilise the net proceeds from the Rights Issue as follows:–

- (i) approximately HK\$25.2 million towards repayment of the promissory note, which is expected to be fully utilised by December 2026;
- (ii) approximately HK\$24.3 million towards partial repayment of the other payables and amount due to a director, which is expected to be fully utilised by December 2026; and
- (iii) the remaining amount towards general working capital of the Group, including but not limited to salaries, professional fees and/or other corporate expenses, which is expected to be fully utilised by the end of 2027.

Repayment of the Promissory Note

The Company intends to apply approximately HK\$25.2 million towards repayment of the promissory note as below:

Principal amount	Maturity Date	Interest Rate (p.a.)	Accrued interest as at the maturity date	Total outstanding amount as at the maturity date
HK\$20,000,000	26 December 2026	3.00%	HK\$5,250,000	HK\$25,250,000

LETTER FROM THE BOARD

The promissory note holder, who is an Independent Third Party, has exercised their right to request early repayment, requiring the Company to redeem the outstanding promissory note ahead of its original maturity date of June 2027. Pursuant to the terms of the request, the Company was originally obligated to fully settle the principal amount and all accrued interest by 26 November 2026. Following further negotiations with the promissory note holder, the repayment deadline has been extended to 26 December 2026.

Repayment of the Other Payables and Amount Due to a Director

The Company intends to apply approximately HK\$24.3 million for (i) partial settlement of the other payables of the Group due to Independent Third Parties of approximately HK\$9.8 million which will become due and payable in December 2026; and (ii) repayment of the entire amount due to a Director of approximately HK\$14.5 million. The amount due to a Director is interest-free and repayable on demand. Although the amount due to a Director has been outstanding for a period of time, the Director has the right to, and has recently requested repayment from the Company to meet his own personal financial commitments and liquidity requirements. The balance accumulated as a result of advances previously made by the Director to fund the daily operational and working capital requirements of the Group.

General Working Capital

The Company intends to apply approximately HK\$4.4 million towards general working capital of the Group for 2027, including but not limited to salary expenses of approximately HK\$300,000 per month, audit and other professional fees of approximately HK\$500,000 per year, and other corporate expenses of approximately HK\$300,000 per year, which is expected to be fully utilised by the end of 2027. The remaining working capital will be funded by the internal financial resources of the Group.

Given that the Group's immediate liabilities exceed its available cash and bank balances, and that its operating cash flow is insufficient to meet these obligations, the Directors consider that the Company has an imminent funding need to settle its outstanding liabilities and maintain financial stability. Based on the expected timetable, the receipt of the net proceeds is consistent with the timing of the Group's funding requirements.

In the event that there is an undersubscription of the Rights Issue, the use of proceeds raised from the Rights Issue will be allocated in the following priority: (i) first, to fully settle the outstanding principal and accrued interest of the promissory note; (ii) second, to repay the other payables and accruals and amount due to a Director; and (iii) third, the remaining balance to the general working capital of the Group. In the event that the level of subscription materially falls short of the estimated gross proceeds, the Board intends to explore alternative sources of financing to meet its funding needs, including but not limited to (i) the placing of new Shares under general mandate or specific mandate; (ii) further negotiations with the relevant creditors for extensions of the repayment deadlines of the outstanding liabilities; and (iii) further debt financing or refinancing which may carry higher interest costs.

LETTER FROM THE BOARD

The Board is of the view that the Subscription Price (as discussed in the section headed “Subscription Price” in this circular), the use of proceeds and the Rights Issue are fair and reasonable, on normal commercial terms and in the interest of the Shareholders with a view to securing a more immediate source of funding to address the Group’s short term financial commitments and to support its ongoing operations.

Apart from the Rights Issue, the Directors have considered other debt or equity fundraising alternatives such as bank borrowings, placing or an open offer. However, the Directors consider that debt financing will result in an additional interest burden and a higher gearing ratio of the Group. In addition, debt financing may not be achievable on favourable terms or may require pledging of other kind of assets or securities which may reduce the Group’s flexibility. As for equity fund raising, such as placing of new Shares, it is relatively smaller in scale as compared to fund raising through rights issue and it would lead to immediate dilution in the shareholding interest of existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company, which is not the intention of the Company. As for open offer, while it is similar to a rights issue, offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market.

The Directors are of the view that the Rights Issue 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. Although the Rights Issue on a non-underwritten basis may result in under-subscription, taking into account that (i) 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) and therefore adopting the Placing Arrangement simultaneously would help to maximise the funds to be raised; (ii) the recent rights issue exercises conducted by companies listed on the Stock Exchange in which the Unsubscribed Rights Shares and ES Unsold Right Shares were in many cases successfully placed (in full or in substantial part) by the placing agents; and (iii) the implied cost of the Rights Issue is lower than the interest rates of other loan financing from independent third parties, the Directors consider that it is fair and reasonable 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.

LETTER FROM THE BOARD

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	Approx.% (note)	Number of Shares	Approx.% (note)	Number of Shares	Approx.% (note)	Number of Shares	Approx.% (note)
Huatai Securities Co., Ltd.	50,508,421	18.05	151,525,263	18.05	50,508,421	18.05	50,508,421	6.02
Laberie Holdings Limited	56,000,000	20.01	168,000,000	20.01	56,000,000	20.01	56,000,000	6.67
Public Shareholders	173,303,923	61.94	519,911,769	61.94	173,303,923	61.94	173,303,923	20.64
Independent placees	—	—	—	—	—	—	559,624,688	66.67
Total	279,812,344	100.00	839,437,032	100.00	279,812,344	100.00	839,437,032	100.00

Notes:

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

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.

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.

LETTER FROM THE BOARD

GEM LISTING RULES IMPLICATIONS

As the Rights Issue, if proceeded with, will increase the number of the issued Shares by more than 50%, in accordance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval by Independent Shareholders in general meeting by a resolution on which any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the ordinary resolution to approve the Rights Issue at the EGM.

As at the Latest Practicable Date, the Company has no controlling shareholder as defined under the GEM Listing Rules and Mr. Ip Kwok Kwong, the Managing Director and executive Director, is beneficially interested in 3,108,500 Shares. Accordingly, Mr. Ip Kwok Kwong is required to abstain from voting in favour of the proposed resolutions to approve the Rights Issue and the transaction contemplated thereunder at the EGM.

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. There is no theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules). As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND RIGHTS SHARES

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

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

LETTER FROM THE BOARD

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. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares in nil-paid form. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of Extraordinary General Meeting is set out on pages EGM-1 to EGM-4 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the EGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the Notice of Extraordinary General Meeting will be put to vote by way of poll at the EGM. An announcement on the results of the vote by poll will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for the EGM is enclosed with this circular which is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gca.com.hk). Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if they so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Sek Wai Kit, Mr. So Kwok Yun and Ms. Zhou Lisi, has been established to advise the Independent Shareholders as to whether the terms of the Rights Issue and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote at the EGM. Vinco Financial has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Rights Issue are fair and reasonable.

Your attention is drawn to the letter from the Independent Board Committee set out on page 34 of this circular which contains its recommendation to the Independent Shareholders in relations to the Rights Issue, and the letter from Vinco Financial set out on pages 35 to 70 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders.

The Directors consider that the proposed Rights Issue is in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM and as set out in the Notice of Extraordinary General Meeting.

By order of the Board
Asia-Pac Financial Investment Company Limited
Ip Kwok Kwong
Executive Director and Managing Director

Hong Kong, 29 September 2026

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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

Asia-Pac Financial Investment Company Limited

亞太金融投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

29 September 2026

To the Independent 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

We refer to the circular of the Company dated 29 September 2026 (the “**Circular**”) of which this letter forms part. Unless the context specifies otherwise, capitalised terms used herein have the same meanings as defined in the Circular.

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

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

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

Yours faithfully,

Independent Board Committee

Mr. Sek Wai Kit

Mr. So Kwok Yun

Ms. Zhou Lisi

Independent non-executive Directors

LETTER FROM VINCO FINANCIAL

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



29 September 2026

*To the Independent Board Committee and the Independent Shareholders of
Asia-Pac Financial Investment Company Limited*

Dear Sirs,

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

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee in respect of the terms of the Rights Issue and the transactions contemplated thereunder, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 29 September 2026 issued by the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board proposed to raise gross proceeds of up to approximately HK\$56.0 million on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date by issuing 559,624,688 Rights Shares at the Subscription Price of HK\$0.1 per Rights Share (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the Record Date). The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Excluded Shareholder(s) (if any).

The estimated net proceeds (after the deduction of the costs and expenses relating to the Rights Issue) will be approximately HK\$53.9 million (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the Record Date), if fully subscribed. The Company intends to apply the net proceeds from the Rights Issue for (i) the repayment of the promissory note including the interest incurred; (ii) partial settlement of the other payables of the Group and amount due to a Director; and (iii) general working capital of the Group.

LETTER FROM VINCO FINANCIAL

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

On 14 August 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to procure the Placee(s), on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares.

GEM LISTING RULES IMPLICATIONS

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

As at the Latest Practicable Date, the Company has no controlling shareholder as defined under the GEM Listing Rules and Mr. Ip Kwok Kwong, the Managing Director and executive Director, is beneficially interested in 3,108,500 Shares. Accordingly, Mr. Ip Kwok Kwong is required to abstain from voting in favour of the proposed resolutions to approve the Rights Issue and the transaction contemplated thereunder at the EGM.

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. There is no theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules). As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Sek Wai Kit, Mr. So Kwok Yun and Ms. Zhou Lisi, has been established to advise the Independent Shareholders in connection with the Rights Issue and to advise the Independent Shareholders on how to vote at the EGM, taking into account the recommendations of the Independent Financial Adviser.

LETTER FROM VINCO FINANCIAL

We, Vinco Financial Limited, have been appointed and approved by the Independent Board Committee, to advise the Independent Board Committee and the Independent Shareholders on the Rights Issue. In our capacity as the Independent Financial Adviser, our role is to give an independent opinion to the Independent Board Committee as to whether the Rights Issue is on normal commercial terms, fair and reasonable, is in the interests of the Company and the Shareholders as a whole and whether to vote in favour of the resolution(s) to be proposed at the EGM to approve the Rights Issue so far as the Independent Shareholders are concerned.

OUR INDEPENDENCE

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

During the past two years, there was no engagement between the Group and us. Also, we are not aware of the existence of or change in any circumstances that could affect our independence. Accordingly, we consider that we are eligible to give independent advice on the proposed Rights Issue and the transactions contemplated thereunder of the Company.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied upon the accuracy of the information and representations contained in the Circular and information provided to us by the Company, the Directors and the management of the Company. We have assumed that all statements, information and representations made or referred to in the Circular and all information and representations which have been provided by the Company, the Directors and the management of the Company, for which they are solely and wholly responsible, were true at the time they were made and continue to be true as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration and there are no other facts not contained in the Circular, the omission of which would make any such statement contained in the Circular misleading. The Shareholders will be notified of material changes as soon as possible, if any, to the information and representations provided and made to us after the Latest Practicable Date and up to and including the date of the EGM. We have no reason to believe that any information and

LETTER FROM VINCO FINANCIAL

representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any omission of any material facts that would render the information provided and the representations made to us untrue, inaccurate or misleading. We have not, however, conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Directors and the management of the Company.

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

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

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. In rendering our opinion in the Circular, we have researched, analyzed and relied on (i) the annual report of the Company for each of the years ended 31 March 2026 (the “**2026 Annual Report**”) and the year ended 31 March 2025 (the “**2025 Annual Report**”), respectively; (ii) the Placing Agreement; and (iii) market information obtained from the website of the Stock Exchange. Based on the foregoing, we confirm that we have taken all reasonable steps, which are applicable to the Rights Issue, as referred to in Rule 17.92 of the GEM Listing Rules (including the notes thereto).

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

LETTER FROM VINCO FINANCIAL

PRINCIPAL FACTORS AND REASONS CONSIDERED

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

1. Business and financial information of the Group

Set out below is a summary of the audited consolidated financial information of the Group for each of the two years ended 31 March 2025 (“FY2025”) and 31 March 2026 (“FY2026”) which were extracted from the 2025 Annual Report and the 2026 Annual Report respectively:

Table 1: Historical financial information of the Group

	For the year ended 31 March		
	2026	2025	2024
	HK\$'000	HK\$'000	HK\$'000
	(audited)	(audited)	(audited)
Service fee income	26,004	25,349	23,585
Loan interest income	<u>4,170</u>	<u>4,919</u>	<u>5,905</u>
Total revenue	<u>30,174</u>	<u>30,268</u>	<u>29,490</u>
Gross profit	21,837	22,131	20,676
Profit/(Loss) for the year attributable to owners of the Company	36,609	(8,765)	(52,306)
	As at 31 March		
	2026	2025	2024
	HK\$'000	HK\$'000	HK\$'000
	(audited)	(audited)	(audited)
Cash and bank balances	13,288	8,926	3,363
Total assets	151,546	110,236	114,028
Total liabilities	<u>90,274</u>	<u>85,345</u>	<u>84,294</u>
Net assets	<u>61,272</u>	<u>24,891</u>	<u>29,734</u>

LETTER FROM VINCO FINANCIAL

FY2026 versus FY2025

With reference to the 2026 Annual Report, the Group recorded total revenue of approximately HK\$30.2 million for FY2026, representing a decrease of approximately 0.31% compared with approximately HK\$30.3 million for FY2025. The decrease in total revenue was driven by (i) a general decline in market demand for consultancy services as well as timing effects regarding the delivery of project reports; (ii) a reduced balance of loan receivables; which offset growth in the Group's core asset advisory and asset appraisal services. Gross profit decreased slightly to HK\$21.8 million from HK\$22.1 million, indicating a marginal compression in gross margin.

The Group's profit for the year attributable to owners of the Company was approximately HK\$36.6 million for FY2026 as compared with a loss of approximately HK\$8.8 million for FY2025. The turnaround from loss to profit was primarily driven by significant increases in financial assets at fair value through profit or loss ("FVTPL") and a drop in impairment losses on loan receivables.

The Group's audited total assets and total liabilities as at 31 March 2026 amounted to approximately HK\$151.5 million and HK\$90.3 million respectively. The Group's audited net assets increased to approximately HK\$61.3 million as at 31 March 2026, representing an increase of approximately 146.16% as compared to approximately HK\$24.9 million as at 31 March 2025. Such increase in net assets was mainly attributable to significant increases in financial assets at FVTPL and increase in bank balances and cash.

The gearing ratio of the Group stated in the annual reports was approximately 59.5% as at 31 March 2026, which was lower than the stated gearing ratio of approximately 77.4% as at 31 March 2025, primarily due to decrease in net debt and substantial increase in total equity.

FY2025 versus FY2024

With reference to the 2025 Annual Report, the Group recorded total revenue of approximately HK\$30.3 million for FY2025, representing an increase of approximately 2.64% as compared with approximately HK\$29.5 million for FY2024. The increase in revenue was mainly due to higher market demand for consultancy services during the year, offsetting minor declines in asset advisory/appraisal services and financial services.

LETTER FROM VINCO FINANCIAL

The Group's loss for the year attributable to owners of the Company was approximately HK\$8.8 million for FY2025, representing a substantial decrease in loss of approximately 83.24% as compared with a loss of approximately HK\$52.3 million for FY2024. The decrease in loss was mainly attributable to (i) significant increases in financial assets at FVTPL; (ii) reduction in administrative expenses; (iii) gain on waiver of interest expenses on other borrowings; and (iv) absence of major non-cash impairment charges.

The Group's audited total assets and total liabilities as at 31 March 2025 amounted to approximately HK\$110.2 million and HK\$85.3 million respectively. The Group's audited net assets decreased to approximately HK\$24.9 million as at 31 March 2025, representing a decrease of approximately 16.29% as compared to approximately HK\$29.7 million as at 31 March 2024. Such decrease in net assets was mainly attributable to the total comprehensive loss recorded for the year.

The gearing ratio of the Group stated in the annual reports was approximately 77.4% as at 31 March 2025, which was slightly higher than the stated gearing ratio of approximately 73.9% as at 31 March 2024, primarily due to total equity shrank from approximately HK\$29.7 million to approximately HK\$24.9 million due to the net loss of the year.

2. Reasons for the Rights Issue and use of proceeds

As set out in the Board Letter, the Company is an investment holding company. The Group's business can be broadly categorized into four main sectors: (i) asset advisory services and asset appraisal services, (ii) corporate services and consultancy services, (iii) media advertising services, and (iv) financial services. The asset advisory services and asset appraisal services segment is engaged in the provision of independent valuation services to a number of listed groups to meet market, regulatory and fiduciary requirements, sourcing and identifying potential investment opportunities or investors, undertaking due diligence and evaluation on the underlying assets and provision of procedural and strategic business advices. The corporate services and consultancy services segment mainly focuses on provision of advice to corporations in areas such as corporate governance, internal control, enterprise risk management and other operational aspects as well as provision of back office administration. The media advertising segment is engaged in the provision of media advertising business services through in-elevator poster frames network and liquid-crystal displays network inside elevators or lobbies of middle to high-end residential community. The financial services segment is engaged in the provision of money lending services.

LETTER FROM VINCO FINANCIAL

Having reviewed the 2026 Annual Report and the 2025 Annual Report, we noted that the Group recorded (i) revenue of approximately HK\$30.3 million and HK\$30.2 million respectively; and (ii) loss from operation of approximately HK\$7.3 million and profit from operations of approximately HK\$38.4 million respectively. As confirmed by the Directors, the decrease in the Group's revenue was mainly attributable to the decrease in revenue arising from the sector of corporate services and consultancy services due to the timing effect from delivery of reports. The turnaround from loss to profit from operation was mainly attributable to an increase in net gain on fair value changes on financial assets at fair value through profit or loss during the year ended 31 March 2026.

In view of the financial conditions and performance of the Group and the imminent need of capital, we concur with the view of the Directors that the Rights Issue represents a good opportunity for the Company to repay the borrowings from the independent third parties to be due so as to relieve its financial burden and provide working capital to the Group to meet any financial obligations of the Group without additional interest burden. As disclosed in the 2026 Annual Report, the Group recorded bank balances and cash of approximately HK\$13.3 million, total current liabilities of approximately HK\$65.5 million, which included accruals and other payables of approximately HK\$32.1 million and amount due to a director of approximately HK\$14.5 million, and promissory notes of approximately HK\$24.8 million.

Although the Group recorded a profit attributable to the owners of the Company of approximately HK\$36.6 million for FY2026 and net assets of approximately HK\$61.3 million as at 31 March 2026, we noted that such profit was primarily attributable to the aggregate fair value gain and gain on disposal of financial assets at FVTPL of approximately HK\$44.4 million, which is non-operational in nature. We further noted that the Group's operating cash inflow for FY2026 was approximately HK\$4.6 million only, while the Group had cash and bank balances of approximately HK\$13.3 million as at 31 March 2026 as compared to current liabilities of approximately HK\$65.5 million. In particular, such current liabilities included, among others, amount due to a Director of approximately HK\$14.5 million which is repayable on demand, other borrowings of approximately HK\$13.7 million and other payables and accruals of approximately HK\$32.1 million. Given that the Group's immediate short-term obligations vastly exceed its available cash and bank balances, and that its operating cash flow is insufficient to service these liabilities, we concur with the Directors that the Company has an imminent and genuine funding need to settle its outstanding loans and secure financial stability, notwithstanding its accounting profit and net asset position as at 31 March 2026.

LETTER FROM VINCO FINANCIAL

It is estimated that the Company will raise gross proceeds of up to approximately HK\$56.0 million from the Rights Issue and the relevant expenses would be approximately HK\$2.1 million, which includes placing commission and professional fees payable to financial advisers, legal advisers, financial printer and other parties involved in the Rights Issue. The estimated net proceeds from the Rights Issue will accordingly be approximately HK\$53.9 million (equivalent to a net price of approximately HK\$0.096 per Rights Share). In line with the aforesaid business objectives, the Company intends to utilise the net proceeds from the Rights Issue as follows:

- (i) approximately HK\$25.2 million towards repayment of the promissory note, which is expected to be fully utilised by December 2026;
- (ii) approximately HK\$24.3 million towards partial repayment of the other payables and amount due to a director, which is expected to be fully utilised by December 2026; and
- (iii) the remaining amount towards general working capital of the Group, including but not limited to salaries, professional fees and/or other corporate expenses, which is expected to be fully utilised by the end of 2027.

Repayment of the Promissory Note

The Company intends to apply approximately HK\$25.2 million towards repayment of the promissory note as below:

Principal amount	Maturity Date	Interest Rate (p.a.)	Accrued	Total
			interest as at the maturity date	outstanding amount as at the maturity date
HK\$20,000,000	26 December 2026	3.00%	HK\$5,250,000	HK\$25,250,000

The promissory note holder, who is an Independent Third Party, has exercised its right to request early repayment, requiring the Company to redeem the outstanding promissory note ahead of its original maturity date of June 2027. Pursuant to the terms of the request, the Company was originally obligated to fully settle the principal amount and all accrued interest by 26 November 2026. Following further negotiations with the promissory note holder, the repayment deadline has been extended to 26 December 2026.

LETTER FROM VINCO FINANCIAL

Repayment of the other payables and amount due to a Director

The Company intends to apply approximately HK\$24.3 million for (i) partial settlement of the other payables of the Group due to Independent Third Parties of approximately HK\$9.8 million which will become due and payable in December 2026; and (ii) repayment of the entire amount due to a Director of approximately HK\$14.5 million. The amount due to a Director is interest-free and repayable on demand. Although the amount due to a Director has been outstanding for a period of time; the Director has the right to, and has recently requested repayment from the Company to meet his own personal financial commitments and liquidity requirements. The balance accumulated as a result of advances previously made by the Director to fund the daily operational and working capital requirements of the Group.

Based on our discussion with the management of the Company, the Company intends to apply approximately HK\$4.4 million towards general working capital of the Group for 2027, including but not limited to salary expenses of approximately HK\$300,000 per month, audit and other professional fees of approximately HK\$500,000 per year, and other corporate expenses of approximately HK\$300,000 per year, which is expected to be fully utilised by the end of 2027. The remaining working capital will be funded by the internal financial resources of the Group.

Given that the Group's immediate liabilities exceed its available cash and bank balances, and that its operating cash flow is insufficient to meet these obligations, the Directors consider that the Company has an imminent funding need to settle its outstanding liabilities and maintain financial stability. Based on the expected timetable, the receipt of the net proceeds is consistent with the timing of the Group's funding requirements.

In the event that there is an undersubscription of the Rights Issue, the use of proceeds raised from the Rights Issue will be allocated in the following priority: (i) first, to fully settle the outstanding principal and accrued interest of the promissory note; (ii) second, to repay the other payables and accruals and amount due to a Director; and (iii) third, the remaining balance to the general working capital of the Group.

We have reviewed the expected timetable of the Rights Issue and discussed with the management of the Company the anticipated timing for receipt and application of the Rights Issue proceeds. Based on discussions with the management of the Company, the net proceeds are expected to be received by the Company on or around December 2026.

LETTER FROM VINCO FINANCIAL

We further obtained evidence relating to the repayment schedule of the promissory note and understood that the repayment deadline for the outstanding promissory note falls on 26 December 2026. The Company has advised us that the creditor has agreed to accept repayment on or after completion of the Rights Issue and has provided supporting evidence in the form of deed of variation dated 18 September 2026.

In view of the above, we consider the proposed utilisation timetable to be feasible and workable as the expected receipt of proceeds is consistent with the timing of the Group's anticipated funding requirements.

Therefore, we concur with the view of the Board that the Subscription Price (as discussed in the section headed "Subscription Price" in this letter), the use of proceeds and the Rights Issue are fair and reasonable, on normal commercial terms and in the interest of the Shareholders with a view to securing a more immediate source of funding to address the Group's short term financial commitments and to support its ongoing operations.

Based on our discussion with the management of the Company, 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 the event that the level of subscription materially falls short of the estimated gross proceeds, the Board intends to explore alternative sources of financing to meet its funding needs, including but not limited to (i) the placing of new Shares under general mandate or specific mandate; (ii) further negotiations with the relevant creditors for extensions of the repayment deadlines of the outstanding liabilities; and (iii) further debt financing or refinancing which may carry higher interest costs. Regarding bank borrowings, we noted that the Group already has outstanding indebtedness and would incur additional finance costs if further debt financing were pursued. We understand from management that the Company approached financial institutions and obtained rejections. Given the Group's existing liabilities profile and the imminent repayment obligations contemplated under the proposed use of proceeds, we consider that further debt financing may place additional pressure on the Group's liquidity position and financial flexibility. Furthermore, debt financing may not be available on terms that are commercially acceptable to the Company and may require security, guarantees or restrictive covenants. As such, bank borrowing was considered less practical and would further increase the Group's financial burden. Regarding placing of new Shares, while such method may enable fundraising within a relatively short timeframe, it would result in immediate dilution to existing Shareholders without offering them the opportunity to participate in the fundraising exercise. In contrast, the Rights Issue allows all Qualifying Shareholders to subscribe for the Rights Shares in proportion to their existing shareholdings and thereby maintain their respective pro-rata interests in

LETTER FROM VINCO FINANCIAL

the Company. Regarding open offer, unlike a rights issue, shareholders cannot dispose of their nil-paid entitlements in the market. We therefore consider that a rights issue affords greater flexibility and is more shareholder-friendly.

In view of the above, we concur with the view of the Directors that as compared to raising funds by other means, raising funds by way of the Rights Issue 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.

3. Principal terms of the Rights Issue

The Board proposes to conduct the Rights Issue on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date by issuing 559,624,688 Rights Shares at the Subscription Price of HK\$0.1 per Rights Share (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the Record Date). Set out below are the details of the Rights Issue statistics.

Basis of the Rights Issue	:	Two (2) Rights Shares for every one (1) Share held by the Qualifying Shareholder at the close of business on the Record Date
Subscription Price	:	HK\$0.1 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	279,812,344 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue	:	Up to 559,624,688 Rights Shares with an aggregate nominal value of approximately HK\$56.0 million, assuming no further issue of new Share(s) and no repurchase of Share(s) on or before the Record Date
Number of issued shares of the Company upon completion of the Rights Issue	:	Up to 839,437,032 Shares, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date

LETTER FROM VINCO FINANCIAL

Maximum funds raised before expenses	:	Up to approximately HK\$56.0 million before expenses, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date
Maximum funds raised after expenses	:	Up to approximately HK\$53.9 million, after deducting estimated related expenses of approximately HK\$2.1 million, assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before the Record Date
Net price (i.e. Subscription Price less cost and expenses incurred in the Rights Issue)	:	Approximately HK\$0.096 per Rights Share, assuming no further issue of new Share(s) and no repurchase of Share(s) on or before the Record Date
Compensatory Arrangements	:	Any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent placees on a best effort basis 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
Rights of excess application and underwriter	:	There will be no excess application arrangements in relation to the Rights Issue and the Rights Issue is not underwritten

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.

The nil-paid Rights Shares proposed to be provisionally allotted pursuant to the terms of the Rights Issue represents 200% of the Company's issued share capital as at Latest Practicable Date and approximately 66.7% of the Company's issued share capital as enlarged by the allotment and issue of the Rights Shares immediately after completion of the Rights Issue assuming no further issue of new Share(s) other than the Rights Shares and no repurchase of Share(s) on or before completion of the Rights Issue.

LETTER FROM VINCO FINANCIAL

The Subscription Price

The Subscription Price for the Rights Shares is HK\$0.1 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, when a renouncee of any provisional allotment of the Rights Shares or a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 8.3% to the closing price of HK\$0.109 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a premium of approximately 20.5% over the closing price of HK\$0.083 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a premium of approximately 22.0% over the average of the closing prices of approximately HK\$0.082 per Share based on the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;
- (iv) a premium of approximately 7.5% over the average of the closing prices of HK\$0.093 per Share based on the closing prices of the Shares as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 54.3% to the audited consolidated net asset value per Share of approximately HK\$0.219 (based on the audited consolidated net asset value of the Company as at 31 March 2026 of approximately HK\$61.3 million and the number of issued shares is 279,812,344);
- (vi) a premium of approximately 6.0% over the theoretical ex-rights price of approximately HK\$0.094 per Share based on the closing price of HK\$0.083 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (vii) there was no theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) as the theoretical diluted price of approximately HK\$0.094 per Share is higher than the benchmarked price of approximately HK\$0.083 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\$0.083 and the average closing price of HK\$0.082 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day.

LETTER FROM VINCO FINANCIAL

The Subscription Price was determined by the Company with reference to, among other things, the recent market price of the Shares and the prevailing market conditions, details of which are set out in the section headed “Subscription Price” in the Board Letter, and the amount of funds and capital needs and the reasons for the Rights Issue as set out in the section headed “REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS” in this letter.

In evaluating the fairness and reasonableness of the Subscription Price, we performed the following independent work, (i) reviewed the historical Share price performance during the Review Period; (ii) analysed the trading liquidity of the Shares; (iii) compared the Subscription Price against the historical closing prices, recent trading prices and net asset value per Share; (iv) reviewed rights issue transactions announced by companies listed on the Stock Exchange during the Comparison Period; (v) considered the Company’s funding needs and fundraising objective; and (vi) considered the legal restriction prohibiting the Company from issuing Shares below par value of HK\$0.10 per Share. We noted that the Shares had traded below HK\$0.10 per Share for approximately 87% of trading days during the one-month period immediately preceding and including the Last Trading Day. As the Company is prohibited from issuing Shares below par value, the Company had limited flexibility in determining the Subscription Price. Under such circumstances, we consider it reasonable for the Company to set the Subscription Price at the lowest permissible level, being HK\$0.10 per Rights Share. Our detailed work performed and assessment in relation to the fairness and reasonableness of Subscription Price and whether it is on normal commercial terms and in the interests of the Company and its Shareholders as a whole are discussed in the sections headed “Historical performance of the Shares”, “Liquidity of the Shares” and “Comparison with other rights issue transactions” below.

Having regard to, among other things, the above factors, we concur with the view of the Directors that, despite any potential dilution impact of the Rights Issue on the shareholding interests of the Shareholders, the terms and structure of the Rights Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole, after taking into account the following factors: (i) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue are able to sell the nil paid rights in the market; (ii) the Qualifying Shareholders who choose to accept their provisional entitlements in full can maintain their respective existing shareholding interests in the Company after the Rights Issue; and (iii) the Rights Issue allows the Qualifying Shareholders an opportunity to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company at a relatively low price as compared to the recent market price of the Shares.

LETTER FROM VINCO FINANCIAL

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted upon completion of the Rights Issue. The possible maximum dilution to shareholdings of those Qualifying Shareholders who do not subscribe to the Rights Issue is approximately 66.67%. There is no theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules). As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

In assessing the dilution impact of the Rights Issue, we independently calculated the theoretical dilution effect in accordance with Rule 10.44A of the GEM Listing Rules. For illustrative purposes, based on the theoretical diluted price of HK\$0.0945 per Share to the benchmarked price of approximately HK\$0.0834 per Share (as defined under 10.44A of the GEM Listing Rules, taking into account the higher of (i) the closing price of HK\$0.0830 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) the average closing price of HK\$0.0834 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day), the theoretical diluted price of approximately HK\$0.0945 per Share exceeds the benchmarked price of approximately HK\$0.0834 per Share by approximately 13.27%. As such, the Rights Issue does not give rise to a theoretical dilution effect under Rule 10.44A of the GEM Listing Rules. Our calculation of the theoretical dilution effect assumes, among others, that (i) the Rights Issue is fully subscribed; (ii) there is no change in the number of issued Shares prior to completion of the Rights Issue other than the allotment and issue of the Rights Shares; and (iii) the Subscription Price remains at HK\$0.10 per Rights Share.

We consider it appropriate to distinguish the concept of maximum dilution in shareholding interest from theoretical dilution effect under Rule 10.44A of the GEM Listing Rules. The maximum dilution in shareholding interest represents the reduction in the percentage ownership of a Qualifying Shareholder who elects not to participate in the Rights Issue at all. In contrast, the theoretical dilution effect prescribed under Rule 10.44A of the GEM Listing Rules measures the immediate economic dilution to shareholders by comparing the theoretical value of the Shares immediately after completion of the Rights Issue with the benchmarked market price immediately prior to the Rights Issue. Accordingly, while a Qualifying Shareholder who does not subscribe for any Rights Shares may experience a reduction in his/her/its percentage ownership interest in the Company, such ownership dilution should not be confused with the theoretical dilution effect as defined under Rule 10.44A of the GEM Listing Rules, which assesses the economic impact of the Rights Issue.

We noted that no theoretical dilution effect arises under Rule 10.44A of the GEM Listing Rules, as the theoretical diluted price exceeds the benchmarked price by approximately 13.27%. We further noted that the Rights Issue compares favourably to the rights issue comparables selected for our analysis (as set out below), all of which

LETTER FROM VINCO FINANCIAL

recorded theoretical dilution effects. Accordingly, we are of the view that the Rights Issue is acceptable and that the Rights Issue complies with Rule 10.44A of the GEM Listing Rules. Given that no theoretical dilution effect arises, we consider the impact of the Rights Issue from a Rule 10.44A perspective is acceptable and is in the interests of the Company and the Shareholders as a whole.

Historical performance of the Shares

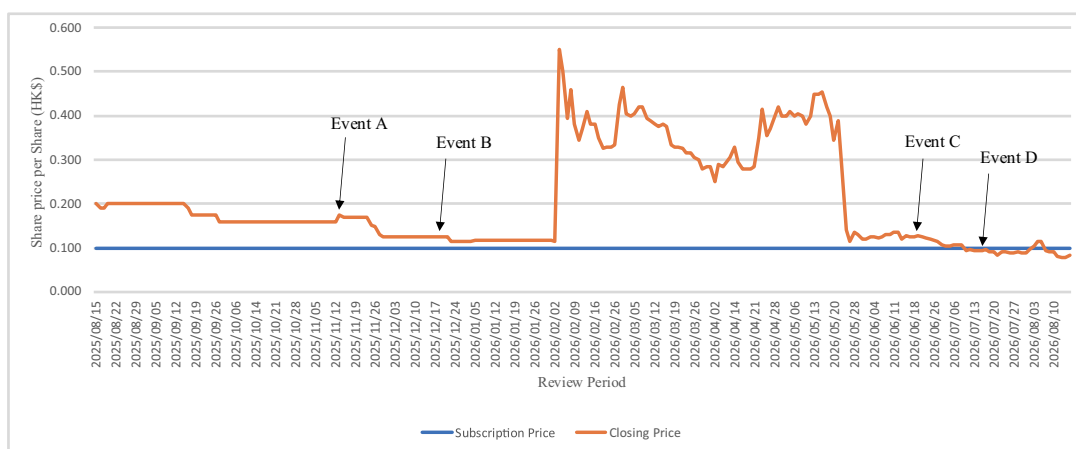
In order to assess the fairness and reasonableness of the Subscription Price, we have taken into account (i) the closing price per Share for the one year period up to and including the Last Trading Day prior to the Announcement (being a period of approximately one year prior to and including the Last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

We consider that the Review Period is adequate to illustrate the recent price movement of the Shares for conducting a reasonable comparison among the historical closing prices prior to the Announcement as (i) the one year period represents a reasonable period to reflect the performance of the closing price of the Shares in response to the prevailing market condition and operating condition; (ii) a shorter review period can only demonstrate the Share price performance in a limited and specific time which may be distorted by specific events; and (iii) it is commonly used for analysis purposes. In addition, we consider the Review Period to be appropriate, representative and sufficient as it captures the market’s assessment of the Group before and after the publication of major corporate announcements during the Review Period, including the positive profit alert announcements published on 12 November 2025 and 18 June 2026, the interim report for the six months ended 30 September 2025 published on 18 December 2025 and the 2026 Annual Report published on 16 July 2026. The Review Period also captures the significant share price volatility experienced during February to May 2026 and the subsequent downward trend immediately preceding the Announcement.

LETTER FROM VINCO FINANCIAL

Besides, such comparison is relevant for the assessment of the fairness and reasonableness of the Subscription Price, as the share prices before the Announcement represent a fair market value of the Company that the Shareholders expected, while those following the Announcement may reflect the potential upside of the Rights Issue which could distort the analysis. The chart below illustrates the Closing Price versus the Subscription Price of HK\$0.1 per Share:

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



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

Notes:

- Event A – Publication of positive profit alert announcement on 12 November 2025
- Event B – Publication of interim report for the six months ended 30 September 2025 on 18 December 2025
- Event C – Publication of positive profit alert announcement on 18 June 2026
- Event D – Publication of 2026 Annual Report on 16 July 2026

During the Review Period, the Shares traded between a range of HK\$0.0780 on 12 August 2026 to 13 August 2026, and HK\$0.5500 on 3 February 2026 with an average closing price per Share of approximately HK\$0.2054. The Subscription Price represents (i) a premium of approximately 28.21% over the lowest closing price per Share (i.e. HK\$0.0780); (ii) a discount of approximately 81.82% to the highest closing price per Share (i.e. HK\$0.5500); and (iii) a discount of approximately 51.31% to the average closing price per Share (i.e. HK\$0.2054) during the Review Period.

LETTER FROM VINCO FINANCIAL

In assessing the significance of the above discounts and premium, we have reviewed the historical price movements of the Shares throughout the Review Period and evaluated whether the highest, average and lowest closing prices were representative of the prevailing market valuation of the Shares immediately prior to and including the Last Trading Day. We consider that the above discounts and premium should not be assessed in isolation but should be considered together with the trend of the Share price movements, the prevailing market prices immediately prior to the Announcement, the trading liquidity of the Shares, the Company's funding needs and the applicable restrictions on the Company in determining the Subscription Price.

At the beginning of the Review Period, the closing price remained relatively stable at approximately HK\$0.190 to HK\$0.201 from mid-August 2025 to September 2025. Thereafter, the closing price gradually weakened and traded within a downward trend, declining from approximately HK\$0.158 in October 2025 to approximately HK\$0.114 in December 2025. During this period, the Company published a positive profit alert announcement on 12 November 2025 and its interim report for the six months ended 30 September 2025 on 18 December 2025.

From January 2026 to early February 2026, the closing price remained at relatively low levels and fluctuated within a narrow range of approximately HK\$0.115 to HK\$0.118. On 3 February 2026, the closing price surged sharply to approximately HK\$0.550, representing the highest closing price during the Review Period. Accordingly, while the Subscription Price represents a discount of approximately 81.82% to the highest closing price of HK\$0.55 per Share during the Review Period, we consider the highest closing price to be of limited relevance in assessing the fairness and reasonableness of the Subscription Price given that such price level was only recorded on one trading day, was not supported by any identifiable event and was not sustained for an extended period. Accordingly, while we have taken into account the full range of historical prices during the Review Period, we place greater emphasis on the overall trading pattern and the levels at which the Shares were traded for a sustained period of time. We therefore place greater emphasis on the prevailing market prices and trading pattern during the Review Period when assessing the fairness and reasonableness of the Subscription Price. Following the spike, the closing price experienced substantial fluctuations and retreated to approximately HK\$0.325 to HK\$0.425 during the last week of February 2026. The closing price subsequently remained at relatively high levels in March 2026, reaching approximately HK\$0.465 on 2 March 2026 before trending downward and closing at approximately HK\$0.285 by the end of March 2026. After reviewing the Company's announcements, we do not notice any specific reasons which could account for the sudden surge in the closing price in early February 2026 and the subsequent fluctuations during February and March 2026.

LETTER FROM VINCO FINANCIAL

The closing price remained volatile in April and May 2026. After trading within the range of approximately HK\$0.250 to HK\$0.420 in April 2026, the upward momentum continued into May 2026, with the closing price reaching another high of approximately HK\$0.455 on 15 May 2026. However, the closing price subsequently declined sharply and fell to approximately HK\$0.114 on 27 May 2026. Thereafter, the closing price traded at significantly lower levels and fluctuated within a relatively narrow range of approximately HK\$0.107 to HK\$0.135 throughout June 2026. We noted the Company published a positive profit alert announcement on 18 June 2026.

From July 2026 onwards, the closing price continued its downward trend and fell below the Subscription Price of HK\$0.10 on 9 July 2026. The closing price fluctuated within a range of approximately HK\$0.083 to HK\$0.108 during July 2026 and closed at approximately HK\$0.097 on 31 July 2026. We further noted that the Company published its 2026 Annual Report on 16 July 2026. Following a brief rebound to approximately HK\$0.116 on 4 August 2026 and 5 August 2026, the closing price resumed its decline and reached its lowest level of approximately HK\$0.078 on 12 August 2026 and 13 August 2026. The closing price subsequently closed at approximately HK\$0.083 on the Last Trading Day.

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

We consider that the fluctuating closing prices and the overall price volatility of the Shares during the Review Period should have reflected market evaluation of the recent financial performance, position, and development of the Group. Given the observed fluctuations and subsequent downturn in the closing prices towards the end of the Review Period, we note that the Subscription Price is set at HK\$0.1, which is equal to the par value of the Shares. Setting the Subscription Price at a level equal to the par value ensures compliance with applicable laws and regulations in the Cayman Islands and aligns with the minimum price permissible for the issuance of new Shares by the Company.

We further noted that the Shares had traded below HK\$0.10 per Share on approximately 87% of the trading days during the one-month period immediately prior to and including the Last Trading Day. Accordingly, while the Subscription Price represents a discount of approximately 51.31% to the average closing price during the Review Period, we noted that the average closing price is merely an arithmetic average of all closing prices during the Review Period and therefore reflects both the periods in which the Shares traded at substantially higher levels and the periods in which the Shares traded at levels closer to the Subscription Price. Accordingly, the

LETTER FROM VINCO FINANCIAL

average closing price should be considered as a reference point only and should not be viewed in isolation. Furthermore, we consider that greater weight should be given to the prevailing market prices immediately prior to and including the Last Trading Day as such prices reflect the most recent market assessment of the Shares before the purposed Rights Issue was announced. As the Company is prohibited from issuing Shares below their nominal value of HK\$0.10 per Share, the Company had limited flexibility in determining the Subscription Price notwithstanding the prevailing market prices of the Shares immediately before the Announcement. Under such circumstances, we consider it commercially justifiable for the Company to set the Subscription Price at the lowest legally permissible level, being HK\$0.10 per Rights Share.

In assessing whether the discounts represented by the Subscription Price are acceptable, we have balanced the discounts and the potential dilution impact arising from the Rights Issue against a number of other relevant factors, including (i) the Company's funding needs and liquidity requirements as discussed in the section headed "Reasons for the Rights Issue and use of proceeds" in this letter; (ii) the legal restriction prohibiting the Company from issuing Shares below par value; (iii) the prevailing downward trend and thin trading liquidity of the Shares immediately prior to the Last Trading Day; (iv) the ability of Qualifying Shareholders to maintain their proportional interests in the Company by subscribing for their entitled Rights Shares; and (v) the opportunity available to Qualifying Shareholders who do not wish to subscribe for the Rights Shares to dispose of their nil-paid rights in the market.

Whilst the Subscription Price represents a significant discount to certain historical prices observed during the Review Period, we consider that such historical reference points should be assessed in the context of the overall price trend, the sustainability of the relevant trading levels and the prevailing market prices prior to the Announcement rather than in isolation. As such, taking into consideration that (i) the Subscription Price falls within the range of the aforesaid historical closing price per Share for approximately 90.20% of the trading days during the Review Period; (ii) the Subscription Price is set at HK\$0.1, which is equal to the par value of the Shares; (iii) the funding needs of the Group as discussed in the section headed "2. Reasons for the Rights Issue and use of proceeds" above in this letter; and (iv) the latest business performance and financial position as discussed in the sub-section headed "Business and financial information of the Group" above in this letter, we are of the view that the determination of the Subscription Price is fair and reasonable and the Rights Issue is in the interests of the Company and the Shareholders as a whole.

LETTER FROM VINCO FINANCIAL

Liquidity of the Shares

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

		Total trading volume of the Shares in the month/period	Number of trading days in the month/ period	Average daily volume of the Shares in the month/period	Percentage of average daily trading volume to total number of Shares (Note 2)
2025	August (Note 3)	131,600	11	11,964	0.0043%
	September	1,907,800	22	86,718	0.0310%
	October	32,450	20	1,623	0.0006%
	November	643,900	20	32,195	0.0115%
	December	100,000	21	4,762	0.0017%
2026	January	10,000	21	476	0.0002%
	February	31,540,350	17	1,855,315	0.6631%
	March	37,900,050	22	1,722,730	0.6157%
	April	36,295,500	19	1,910,289	0.6827%
	May	158,432,100	19	8,338,532	2.9800%
	June	36,116,700	21	1,719,843	0.6146%
	July	20,567,100	22	934,868	0.3341%
	August (Note 4)	8,030,000	10	803,000	0.2870%

Source: The website of the Stock Exchange

Notes:

1. Average daily trading volume is calculated by dividing the total trading volume for the month/ period by the number of trading days in the respective month/period.
2. Calculated based on the total number of Shares in issue at the end of each month/period.
3. Represents trading volume for the period from 15 August 2025, being one year prior to the Last Trading Day, to the 31 August 2025, both days inclusive.
4. Represents trading volume for the period from 3 August 2026 to the 14 August 2026, the Last Trading Day, both days inclusive.

LETTER FROM VINCO FINANCIAL

As illustrated in the above table, we noted that the trading volume of the Shares ranged from 476 Shares to 8,338,532 Shares during the Review Period, representing approximately 0.0002% to 2.9800% of a total of 279,812,344 Shares in issue as at the respective month or period with an average percentage of daily trading volume throughout the whole Review Period of approximately 0.4790% of the total number of issued Shares as at the respective month or period. Regarding the significantly high trading volume in May 2026, we have discussed with the management of the Company, they were not aware of any particular reason that contributed to the increase in trading liquidity in May 2026.

Based on the above results, we considered that the trading liquidity of the Shares during the Review Period was thin that the average daily trading volume of the Shares during the Review Period was below 1% of the total number of issued Shares (except in May 2026).

Given such relatively thin liquidity of the Shares for most of the Review Period, it would be difficult for the Shareholders to acquire a substantial block of the Shares in the open market without exerting a significant impact on the Share price. We consider that the prices, liquidity, and general price trend of the Shares during the Review Period should have reflected market evaluation of the Group's recent business performance and financial position.

We consider that it is fair and reasonable for the Company to determine the Subscription Price with reference to (i) the prevailing market conditions; and (ii) the low trading volume of the Shares as illustrated in the above table.

Comparison with other rights issue transactions

In order to assess the fairness and reasonableness of the Subscription Price, we exhaustively conducted a search of recent proposed rights issue transactions during the three months period prior to the Last Trading Day (the "**Comparison Period**") to understand the trend of the recent market practice. For the comparable rights issue analysis, we adopted the Comparison Period of approximately three months immediately prior to the Last Trading Day. We consider the Comparison Period appropriate, representative and sufficient because the objective of the comparable analysis is to assess recent market practice relating to rights issue transactions under prevailing market conditions rather than the Company's historical trading performance. Given that market sentiment, fundraising conditions and pricing practices may change over time, we consider more recent rights issue transactions to be more relevant for assessing the reasonableness of the Rights Issue. We further noted that the Comparison Period yielded an exhaustive list of 21 comparable rights issue transactions (the "**Comparable(s)**"), which we consider to be a sufficient sample size for comparative analysis.

LETTER FROM VINCO FINANCIAL

We also considered whether the adoption of longer or shorter review periods would result in materially different findings. While a shorter Review Period may result in lower average historical share prices given the general decline in the Share price immediately preceding the Announcement, it would not capture the significant volatility observed during other periods of the Review Period and therefore may not provide a complete picture of the historical trading performance of the Shares. Conversely, extending the Comparison Period may introduce rights issue transactions conducted under materially different market conditions and reduce the relevance of the comparison. Accordingly, having regard to the different purposes of the respective analyses, we are of the view that the Review Period and the Comparison Period are each appropriate, representative and sufficient for the relevant analyses conducted and that the adoption of different review periods does not materially affect our overall assessment or conclusion regarding the fairness and reasonableness of the Subscription Price.

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

LETTER FROM VINCO FINANCIAL

Date of announcement	Company name	Stock code	Basis of entitlement	Premium/ (discount) of the subscription price per rights issue share			Premium/ (discount) of the subscription price per share for the last five consecutive trading days immediately up to and including the last trading day prior to announcement			Theoretical dilution effect	Excess Application	Placing commission	Minimum placing Underwriting arrangement		Underwriting fee
				Maximum dilution on the announcement of rights issue (Note 2)	on the announcement of rights issue	the last trading day prior to announcement	to the net asset value per share (Note 3)	to the net asset value per share (Note 4)	to the net asset value per share (Note 5)				commission	Underwriting	
				%	%	%	%	%	%	Yes/No	%	HK\$			%
21 May 2026	MOG Digitech Holdings Limited	1942	1 for 2	33.33	(54.55)	(56.95)	(90.05)	(18.98)	No	1.00	No	No Non-underwritten	N/A		
26 May 2026	Harbour Digital Asset Capital Limited	913	3 for 2	60.00	(19.10)	(20.90)	(84.40)	(12.80)	No	3.00	No	No Non-underwritten	N/A		
29 May 2026	FDB Holdings Limited	1826	1 for 2	33.33	(20.60)	(1.20)	N/A	(6.90)	No	3.50	No	No Non-underwritten	N/A		
5 June 2026	Gaodi Holdings Limited	1676	1 for 2	33.33	(12.44)	(12.44)	(51.90)	(4.31)	No	0.75	No	No Non-underwritten	N/A		
17 June 2026	CMON Limited	1792	3 for 1	75.00	(14.74)	(19.80)	N/A	(15.79)	No	2.50	No	No Non-underwritten	N/A		
18 June 2026	China Wood International Holding Co., Limited	1822	1 for 1	50.00	(43.80)	(44.84)	5.48	(22.42)	No	1.50	No	No Non-underwritten	N/A		
22 June 2026	Imperium Technology Group Limited	776	1 for 2	33.33	(66.67)	(67.24)	N/A	(22.34)	No	3.00	No	No Non-underwritten	N/A		
24 June 2026	Biosysen Limited	1355	1 for 2	33.33	(51.43)	(50.29)	N/A	(17.14)	No	1.50	No	No Non-underwritten	N/A		
9 July 2026	Hong Kong Entertainment International Holdings Limited	8291	3 for 1	75.00	(4.76)	(4.76)	N/A	(3.57)	No	3.00	No	No Non-underwritten	N/A		
10 July 2026	Guen Holdings Limited	8121	4 for 1	80.00	(24.21)	(27.27)	(72.52)	(22.40)	No	4.00	No	No Non-underwritten	N/A		
13 July 2026	KPM Holding Limited	8027	2 for 1	66.67	(13.80)	(16.40)	(65.50)	(11.10)	No	3.00	No	No Non-underwritten	N/A		
14 July 2026	Capital Industrial Financial Services Group Limited	730	1 for 1	50.00	0.81	(1.26)	(65.82)	(1.10)	No	2.00	No	No Non-underwritten	N/A		
15 July 2026	Flowing Cloud Technology Ltd	6610	4 for 1	80.00	(24.05)	(24.24)	(93.66)	(19.39)	No	1.00	2,000,000	No Non-underwritten	N/A		
16 July 2026	PINE Technology Holdings Limited (Note 7)	1079	1 for 2	33.33	(41.18)	(42.31)	141.16	(14.32)	Yes	N/A	No	No Non-underwritten	N/A		
17 July 2026	Universal Health International Group Holding Limited	2211	4 for 1	80.00	(4.76)	(7.19)	(87.95)	(5.75)	No	3.00	3,500,000	No Non-underwritten (Note 8)	N/A		
23 July 2026	King International Investment Limited	928	2 for 1	66.67	(31.51)	(25.60)	(61.16)	(13.29)	No	1.50	No	No Non-underwritten	N/A		
24 July 2026	Yuk Wing Group Holding Limited	1536	3 for 1	75.00	(27.01)	(28.06)	(68.45)	(21.99)	No	1.00	No	No Non-underwritten	N/A		
29 July 2026	Easyhold Group Holdings Limited (Note 7)	1703	1 for 1	50.00	(48.98)	(47.03)	204.56	(24.49)	No	1.50	No	No Non-underwritten	N/A		
29 July 2026	Zhejiang United Investment Holdings Group Limited	8366	1 for 1	50.00	(14.29)	(14.29)	N/A	(7.14)	No	2.00	100,000	Non-fully underwritten	3.00		
3 August 2026	Zhengwei Group Holdings Company Limited	2147	6 for 1	85.71	(28.57)	(28.57)	(92.87)	(24.49)	No	1.50	No	No Non-underwritten	N/A		
12 August 2026	Alpha Professional Holdings Limited (Note 7)	948	1 for 1	50.00	(19.68)	(10.71)	203.03	(9.64)	Yes	N/A	No	No Non-underwritten	N/A		
	Maximum			85.71	0.81	(1.20)	204.56	(1.10)		4.00	2,000,000		3.00		
	Minimum			33.33	(66.67)	(67.24)	(93.66)	(24.49)		0.75	100,000		3.00		
	Average			56.86	(26.92)	(26.25)	(18.67)	(14.25)		2.12	1,050,000		3.00		
	Median			50.00	(24.05)	(24.24)	(65.82)	(14.32)		2.00	1,050,000		3.00		
	Maximum (exclude outliers)			85.71	0.81	(1.20)	5.48	(1.10)		4.00	2,000,000		3.00		
	Minimum (exclude outliers)			33.33	(66.67)	(67.24)	(93.66)	(24.49)		0.75	100,000		3.00		
	Average (exclude outliers)			58.47	(24.94)	(25.04)	(69.79)	(13.98)		2.19	1,050,000		3.00		
	Median (exclude outliers)			60.00	(20.60)	(20.90)	(72.52)	(15.79)		2.00	1,050,000		3.00		
	Company	8193	2 for 1	66.67	20.50	22.00	(54.30)	N/A	No	3.00	No	No Non-underwritten	N/A		

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

Notes:

- Information shown in the above table has been extracted from the relevant announcements or circulars of the rights issue of the respective Comparables, where applicable.
- The potential maximum dilution effect of each rights issue is calculated as number of rights shares issued or to be issued under the basis of entitlement divided by the total number of shares as enlarged by the rights issue according to their respective basis of entitlements and assuming all rights shares have been/will be allotted and issued times 100%.

LETTER FROM VINCO FINANCIAL

3. The NAV per share is calculated based on the latest published net asset value of the subject company and total number of shares in issue as at the date of the respective announcement. “N/A” denotes that the NAV of the relevant Rights Issue Comparable that has net liabilities according to its latest published audited/unaudited consolidated financial statements.
4. The theoretical dilution effect is calculated in accordance with Rule 7.27B of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) or Rule 10.44A of the GEM Listing Rules, or extracted from announcement, circular or prospectus in respect of the relevant rights issue.
5. Pursuant to Rule 7.21(1) of the Listing Rules or Rule 10.31(1) of the GEM Listing Rules.
6. “N/A” denotes that the subject rights issue was conducted without the involvement of any placing.
7. PINE Technology Holdings Limited (stock code: 1079), Easyhold Group Holdings Limited (stock code: 1703) and Alpha Professional Holdings Limited (stock code: 948) are considered as outliers due to the significant premium of subscription price per rights issue share over the net asset value per share.
8. Pursuant to the announcement issued by Universal Health International Group Holding Limited (stock code: 2211) on 17 July 2026 in relation to its proposed rights issue, the company shall pay to the placing agent a placing commission of 3% of the amount which is equal to the placing price multiplied by the unsubscribed rights Shares and NQS unsold rights shares that have been successfully placed by the placing agent, subject to a maximum placing commission of HK\$3,500,000.

Although Asian Citrus Holdings Limited (Stock code: 73) was previously identified within the Comparison Period, it has been excluded from the Comparable analysis as its rights issue subsequently lapsed and did not proceed to completion. Save for the aforesaid lapsed rights issue, none of the Comparables had been terminated.

According to our research, we observed that (i) 17 of the 18 Comparables (exclude the outliers) had set the subscription price of their rights issue at a discount to the prevailing closing price of their shares on the last trading day in relation to their respective rights issue (the “**LTD Price**”); (ii) 18 of the 18 Comparables (exclude the outliers) had set the subscription price of their rights issue at a discount to the average closing price per share for the last five consecutive trading days immediately up to and including the last trading day (the “**5-Day Discount Price**”); and (iii) 11 of the 18 Comparables (exclude the outliers) had set the subscription price of their rights issue at a discount to the NAV per share. It indicates that it is common for listed companies to set the subscription price of rights issue at a discount to the LTD Price, 5-Day Discount Price and the NAV per share, with the view to encourage participation.

LETTER FROM VINCO FINANCIAL

The subscription price to the LTD Price of the Comparables (exclude the outliers) ranged from a discount of approximately 66.67% to a premium of approximately 0.81% with average and median discounts of approximately 24.94% and 20.60% respectively. The premium of approximately 20.50% of the Subscription Price over the LTD Price of the Company falls outside of the range of those of the Comparables (exclude the outliers) and is higher than the maximum premium, the average and the median of the Comparables (exclude the outliers). The Subscription Price falling outside the range of the Comparables when compared against the LTD Price indicates that the pricing of the Rights Issue is less favourable from a pricing perspective than the majority of recent rights issue transactions. However, we noted that such result was primarily attributable to the Company's inability to issue Shares below their nominal value of HK\$0.10 per Share and therefore such observation should not be viewed in isolation when assessing the fairness and reasonableness of the Subscription Price.

The subscription price to the 5-Day Discount Price ranged from a discount of approximately 67.24% to approximately 1.20% with average and median discounts of approximately 25.04% and 20.90% respectively. The premium of approximately 22.00% of the Subscription Price over the 5-Day Discount Price of the Company falls outside of the range of those of the Comparables (exclude the outliers) and is higher than the maximum discount, the average and the median of the Comparables (exclude the outliers). The Subscription Price falling outside the range of the Comparables when compared against the 5-Day Discount Price indicates that the Rights Issue is priced at a premium to the prevailing market price of the Shares, whereas most comparable transactions were priced at a discount. This would generally be less attractive to Shareholders from a subscription perspective. However, given that the average closing price of the Shares during the five consecutive trading days immediately prior to the Last Trading Day remained below the nominal value of HK\$0.10 per Share, we consider such finding to be largely attributable to the Company's pricing constraints arising from the par value requirement and therefore do not regard it as a determinative factor in our assessment.

The subscription prices to the NAV per share of the Comparables (exclude the outliers) ranged from a discount of approximately 93.66% to a premium of approximately 5.48% with average and median discounts of approximately 69.79% and 72.52% respectively. The discount of approximately 54.30% of the Subscription Price to the NAV per Share falls within the range of those of the Comparables (exclude the outliers) and is lower than the average and the median of the Comparables (exclude the outliers). The Subscription Price falling within the range of discounts to net asset value represented by the Comparables indicates that the pricing of the Rights Issue is broadly consistent with prevailing market practice from a net asset value perspective. Accordingly, we consider such findings to be supportive of the fairness and reasonableness of the Subscription Price.

LETTER FROM VINCO FINANCIAL

The theoretical dilution effect of the rights issue conducted by the Comparables (exclude the outliers) ranged from approximately 1.10% to approximately 24.49% with average and median discounts of approximately 13.98% and approximately 15.79% respectively. The Rights Issue does not give rise to a theoretical dilution effect under Rule 10.44A of the GEM Listing Rules, as the theoretical diluted price exceeds the benchmarked price by approximately 13.27%. Accordingly, it indicates that the Rights Issue is comparatively more favourable than the Comparables as no theoretical dilution effect arises. As such, we consider this observation to be supportive of the fairness and reasonableness of the Subscription Price.

Shareholders should note that the above analysis is for reference only and may not be relevant to the analysis of the Subscription Price of the Rights Issue as we observed from the above table that most of the Comparables (exclude the outliers) priced their rights issues at a discount to the prevailing market price of the relevant shares prior to the announcement of such rights issues. In contrast, as the Shares have recently been trading below par value, the Company is restricted under the Companies Act and its Memorandum and Articles from issuing Shares at a discount to their nominal value. Consequently, the Company cannot set the Subscription Price of the Rights Shares below par value (i.e. discount to its prevailing market price) and is therefore required to fix the Subscription Price at par, being HK\$0.1, resulting in the Subscription Price at a premium to its prevailing market price.

Shareholders should also note that, given the relatively low liquidity of the Shares, it would be challenging to acquire a substantial block of Shares in the open market even with a lower price than the Subscription Price without significantly affecting the Share price. This underscores the importance of considering participation in the Rights Issue rather than attempting to purchase Shares in the market.

Having considered (i) the lowest Subscription Price is HK\$0.10 per Share given the par value of the Shares is HK\$0.10 per Share; as under the Companies Act and the Memorandum and Articles, the Company may not issue Shares at a discount to the nominal value of such Shares. The Company would not be able to issue the Rights Shares at a subscription price which is below par value; (ii) the general downward trend of the daily closing price of the Shares of the Company during the past 3 months immediately before the date of the Announcement; (iii) the low trading volume of the Shares during the Review Period; (iv) the funding needs of the Group as discussed in the section headed “2. Reasons for the Rights Issue and use of proceeds” above in this letter; and (v) the latest business performance and financial position as discussed in the sub-section headed “Business and financial information of the Group” above in this letter, together with the results of the comparison analysis discussed above, including (a) the significance of the Subscription Price falling outside the range of the Comparables when compared against the LTD Price and the 5-Day Discount Price as interpreted in light of the Company’s inability to issue Shares

LETTER FROM VINCO FINANCIAL

below par value; (b) the fact that the Subscription Price falls within the range of discounts to net asset value represented by the Comparables; and (c) no theoretical dilution effect under Rule 10.44A of the GEM Listing Rules, we are of the view that the Subscription Price is fair and reasonable to the Company and in the interests of the Company and its Shareholders as a whole.

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 unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code or cause the public float of the Company to decrease to below 25%. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules and does not result in any non-compliance with the Public Float Requirements.

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

LETTER FROM VINCO FINANCIAL

As advised by the management of the Company, 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. Although the Rights Issue on a non-underwritten basis may result in under-subscription, taking into account that (i) 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) and therefore adopting the Placing Arrangement simultaneously would help to maximise the funds to be raised; (ii) the recent rights issue exercises conducted by companies listed on the Stock Exchange in which the Unsubscribed Rights Shares and ES Unsold Right Shares were in many cases successfully placed (in full or in substantial part) by the placing agents; and (iii) the implied cost of the Rights Issue is lower than the interest rates of other loan financing from independent third parties, we concur with the view of the Directors that it is fair and reasonable 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.

As illustrated in the table stated in “Comparison with other rights issue transactions”, we noted that among the 18 Comparables (exclude the outliers), 17 of them were conducted on a non-underwritten basis and 1 of them was conducted on a non-fully underwritten basis. This indicates that it is common market practice for listed issuers to conduct rights issues without underwriting arrangements. Having considered the market practice, unfavourable feedback of underwriting services and the proposed terms of the Rights Issue and the Subscription Price, we are of the view that it is fair and reasonable and in the interests of the Company and its Shareholders as a whole to proceed with the Rights Issue on a non-underwritten basis with the Placing taking into account the funding needs and capital requirements of the Company.

Among the Comparables (exclude the outliers), we noted that 18 out of 18 Comparables (exclude the outliers) exercise placing in their rights issues. As such, we consider that it is reasonable for rights issue to have placing arrangements.

Having considered the above and unfavourable feedback of underwriting services and the proposed terms of the Rights Issue and the Subscription Price, we concur with the view of the Directors that it is in the interests of the Company to proceed with the Rights Issue on a non-underwritten basis.

LETTER FROM VINCO FINANCIAL

The Placing Agreement

On 14 August 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to procure Placee(s), on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares. Details of the Placing Agreement are as follows:

Date : 14 August 2026 (after trading hours)

Issuer : the Company

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

The Placing Agent confirmed that it is independent of and not connected with the Company and its connected persons or any of their respective associates.

Placing price of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares : The placing price of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares shall be not less than the Subscription Price.

The final price determination depends on the demand and market conditions of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares during the process of placement.

Commission : 3% of the amount which is equal to the placing price multiplied by the Unsubscribed Rights Shares and ES Unsold Rights Shares that have been successfully placed by the Placing Agent pursuant to the terms of the Placing Agreement.

The commission is not payable by the Company to the Placing Agent if the Placing Agreement has not become unconditional or is otherwise terminated in accordance with its terms.

LETTER FROM VINCO FINANCIAL

Placees : The Unsubscribed Rights Shares and the ES Unsold Rights Shares are expected to be placed to the Placee(s) who and whose ultimate beneficial owner(s) shall not be the Shareholder(s) and shall be the Independent Third Party(ies).

The Placing Agent undertakes to use its best endeavours to procure that (i) the placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (ii) the Company will continue to comply with the Public Float Requirement upon completion of the Rights Issue.

For further details, please refer to section headed “The Placing Agreement” in the Board Letter. As stated in the Board Letter, the Placing Agent confirmed that it is independent of and not connected with the Company and its connected person and not a connected person of the Company. The engagement between the Company and the Placing Agent for the Unsubscribed Rights Shares and ES Unsold Rights Shares (including the commission payable) was determined after arm’s length negotiation between the Company and the Placing Agent and is on normal commercial terms with reference to the (i) market comparables, being the rights issue exercises conducted by companies listed on the Stock Exchange within the three months prior to the date of the Placing Agreement, and the placing commission under the Placing Agreement falls within the range of the comparables; (ii) the existing financial position of the Group, including its latest published financial results, cash position and working capital requirements; (iii) the size of the Rights Issue relative to the Company’s market capitalisation; and (iv) the current and expected market conditions. We concur with the view of the Board that the terms of Placing Agreement for the Unsubscribed Rights Shares and ES Unsold Rights Shares (including the commission payable) are fair and reasonable and on normal commercial terms with reference to 18 rights issue exercises (exclude the outliers) conducted by other companies listed on the Stock Exchange during the Comparison Period. We note that the commission charged by placing agents in the rights issue exercises generally ranged between 0.75% to 4.00%, with an average of approximately 2.19% and a median of 2.00%. We noted that the commission rate of 3.00% charged by the Placing Agent falls within the range of the Comparables (exclude the outliers). While the commission rate is higher than the average and median of the Comparables (exclude the outliers), we noted that there is no minimum or fixed commission fee payable by the Company to the Placing Agent

LETTER FROM VINCO FINANCIAL

under the Placing Agreement and the Placing Agent will only receive commission based on the actual number of Unsubscribed Rights Shares and ES Unsold Rights Shares successfully placed. Accordingly, we consider that the higher commission rate provides incentive for the Placing Agent to actively procure placees under the non-underwritten Rights Issue to be acceptable notwithstanding that it is higher than the average and median of the Comparables. Following our discussions with the Directors, we have concluded that establishing the placing commission at this level is essential for motivating the Placing Agent to attract investors for the Unsubscribed Rights Shares given that the commission is directly linked to the performance in placing the Unsubscribed Rights Shares and ES Unsold Rights Shares. As such, we concur with the view of the Directors that the commission rate charged by the Placing Agent under the Placing is fair and reasonable and on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

As explained in the Board Letter, the Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed by the Placing Agent to Independent Third Parties on a best effort basis, and any premium over the Subscription Price for those Rights Shares that is realised will be paid to the No Action Shareholders and Excluded Shareholders on a pro-rata basis.

We concur with the view of the Board that the Compensatory Arrangements are fair and reasonable and provide an adequate safeguard to protect the interests of the Company's minority Shareholders since the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Placing Shares and the ES Unsold Rights Shares to the Company; (ii) an additional channel of participation in the Rights Issue for the Qualifying Shareholders; and (iii) a compensatory mechanism for the No Action Shareholders and the Excluded Shareholders. In particular, excess application is considered as a passive arrangement to facilitate additional participation of the Qualifying Shareholders because it relies primarily on Qualifying Shareholders voluntarily applying for excess Rights Shares beyond their assured entitlements and does not involve any active process to procure additional investors for the Unsubscribed Rights Shares. Accordingly, the effectiveness of an excess application arrangement is largely dependent upon the level of participation of the existing Qualifying Shareholders and the demand for excess Rights Shares.

We reviewed the terms of the Compensatory Arrangements and noted that the Placing Agent is engaged to actively procure independent placees for the Unsubscribed Rights Shares and ES Unsold Rights Shares. Accordingly, we consider the Compensatory Arrangements to be preferable to an excess application arrangement in the circumstances of the Rights Issue as they provide an additional channel through which potential investors may be identified beyond the existing shareholder base and are more conducive to facilitating the successful placement of the Unsubscribed Rights Shares and ES Unsold Rights Shares.

LETTER FROM VINCO FINANCIAL

Having regard to the relatively thin trading liquidity of the Shares during the Review Period and the uncertainty as to the level of acceptance of the Rights Shares by the Qualifying Shareholders (in particular given that the Subscription Price represents a premium to the prevailing market price), we consider that the active involvement of the Placing Agent under the Compensatory Arrangements may enhance the likelihood of placing the Unsubscribed Rights Shares and ES Unsold Rights Shares and thereby reduce the uncertainty associated with the fundraising exercise when compared to an excess application arrangement. As such, we consider the Compensatory Arrangements to be better able to mitigate the uncertainty of the fundraising exercise.

Furthermore, we noted that, pursuant to the Compensatory Arrangements, any premium generated from the placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares above the Subscription Price (after deduction of relevant expenses) will be paid to the relevant No Action Shareholders and Excluded Shareholders on a pro rata basis. We consider such arrangement to provide an additional safeguard to the interests of the No Action Shareholders and Excluded Shareholders as they may participate indirectly in any value realised from the placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares. Accordingly, having considered the foregoing factors, we are of the view that the Compensatory Arrangements are fair and reasonable and provide an adequate safeguard for the interests of the minority Shareholders.

Potential dilution effect

All Qualifying Shareholders are entitled to subscribe for the Rights Shares in the same proportion to his/her/its existing shareholding in the Company held on the Record Date so as to maintain their proportionate interests in the Company and participate in the future growth of the Group.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event of an undersubscription of the Rights Issue, any Unsubscribed Rights Shares together with the ES Unsold Rights Shares will be placed on a best effort basis by the Placing Agent to independent places under the Placing. Any Unsubscribed Rights Shares or ES Unsold Rights Shares that remain unplaced under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. The changes in shareholding structure of the Company arising from completion of the Rights Issue are set out in the section headed “SHAREHOLDING STRUCTURES” in the Board Letter.

LETTER FROM VINCO FINANCIAL

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

Despite any potential dilution impact of the Rights Issue on the shareholding interests of the Shareholders, the terms and structure of the Rights Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole, after taking into account the following factors: (i) the Rights Issue does not give rise to a theoretical dilution effect under Rule 10.44A of the GEM Listing Rules and therefore compares favourably with the Comparables, all of which recorded theoretical dilution effects; (ii) the proceeds from the Rights Issue will be applied toward the Group's repayment of the promissory note and other payables and amount due to a director; (iii) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue are able to sell the nil-paid rights in the market; (iv) the Qualifying Shareholders who choose to accept their provisional entitlements in full can maintain their respective existing shareholding interests in the Company after the Rights Issue; and (v) the Rights Issue allows the Qualifying Shareholders to be given an equal opportunity to maintain their shareholding interests and participate in the Company's development, we are of the opinion that the potential dilution impact to the public Shareholders who do not participate in the Rights Issue as a result of the Rights Issue is acceptable.

Financial effects of the Rights Issue

Net tangible assets

In light of the above, we are of the view that the overall financial impact to the Group upon completion of the Rights Issue is in the interests of the Company and the Shareholders. According to the "UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP" set out in the Appendix II to the Circular, the audited consolidated net tangible assets of the Group attributable to owners of the Company was approximately HK\$61.1 million as at 31 March 2026, while the unaudited consolidated net tangible assets per Share before completion of the Rights Issue was approximately HK\$0.218; upon completion of the Rights Issue, the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company would increase to approximately HK\$115.0 million, while the unaudited pro forma adjusted consolidated net tangible assets per Share immediately after completion of the Rights Issue was approximately HK\$0.137.

LETTER FROM VINCO FINANCIAL

Gearing ratio and liquidity

According to the 2026 Annual Report, as at 31 March 2026, the audited bank balances and cash of the Group was approximately HK\$13.3 million. Immediately upon completion of the Rights Issue, the cash and cash equivalents of the Group is expected to increase by the expected net proceeds from the Rights Issue of approximately HK\$53.9 million. Upon the completion of the Rights Issue, the equity attributable to owners of Company would be enlarged by the expected net proceeds from the Rights Issue of approximately HK\$53.9 million. The gearing ratio was approximately 59.5% as at 31 March 2026.

RECOMMENDATION

Taking into consideration the principal factors and reasons as set out in this letter, in particular, (i) the financial conditions and performance of the Group; (ii) the funding needs of the Group for repayment of the Group's promissory note and partial repayment of the other payables and amount due to a director and borrowings; (iii) the Rights Issue being considered as a more preferable option as compared to other alternatives under the current circumstance of the Group; (iv) the positive impact on the Group's liquidity position as a result of the Rights Issue; and (v) the Qualifying Shareholders can maintain and even increase their shareholding interest in the Company by participating into the Rights Issue, we are of the opinion that the terms of the Rights Issue are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and the Rights Issue including the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

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

Yours faithfully,
For and on behalf of
Vinco Financial Limited
Alister Chung
Managing Director

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

1. SUMMARY OF FINANCIAL INFORMATION

The financial information of the Group for the three years ended 31 March 2024, 2025 and 2026 are disclosed in the following documents which have been published on the website of the Company at www.gca.com.hk and the website of the Stock Exchange at www.hkexnews.hk, respectively:

- (a) the audited consolidated financial statements of the Group for the year ended 31 March 2024 is disclosed in the annual report of the Company for the year ended 31 March 2024 published on 29 July 2024, from pages 40 to 121 (<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0729/2024072900853.pdf>);
- (b) the audited consolidated financial statements of the Group for the year ended 31 March 2025 is disclosed in the annual report of the Company for the year ended 31 March 2025 published on 29 July 2025, from pages 38 to 115 (<https://www1.hkexnews.hk/listedco/listconews/gem/2025/0729/2025072900397.pdf>); and
- (c) the audited consolidated financial statements of the Group for the year ended 31 March 2026 is disclosed in the annual report of the Company for the year ended 31 March 2026 published on 16 July 2026, from pages 43 to 117 (<https://www1.hkexnews.hk/listedco/listconews/gem/2026/0716/2026071600283.pdf>).

2. STATEMENT OF INDEBTEDNESS

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

Other borrowings

As at 31 August 2026, the Group has outstanding other loan of approximately HK\$14.3 million, which is secured by personal guarantee of a director of the Company, Mr. Ip Kwok Kwong and bearing interest at the rate of 12% per annum.

Promissory note

As at 31 August 2026, the Group has a outstanding promissory note of approximately HK\$25.1 million, which is unsecured, unguaranteed, bearing interest at 3% per annum and repayable on 26 December 2026.

Amount due to a director

As at 31 August 2026, the Group has amount due to a director of approximately HK\$14.5 million, which is unsecured, unguaranteed, interest-free and repayable on demand.

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 August 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 August 2026, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, 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, guaranteed, unguaranteed, secured and unsecured borrowing and debt, 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 operations and the available facilities, the Group will have sufficient working capital for its operations for at least the next twelve (12) months from the date of this circular.

4. MATERIAL ADVERSE CHANGES

As at the Latest Practicable Date, the Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 March 2026, 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's business can be broadly categorised into four main sectors: (i) asset advisory services and asset appraisal services, (ii) corporate services and consultancy services, (iii) media advertising services, and (iv) financial services.

During the year ended 31 March 2026, the Group recorded total revenue of approximately HK\$30.2 million, representing a marginal decrease of approximately 0.3% as compared to that of last financial year. It was mainly attributable to the decrease in revenue arising from the sector of corporate services and consultancy services due to the timing effect from delivery of reports. The profit attributable to owners of the Company for the year ended 31 March 2026 was approximately HK\$36.6 million as compared to a loss attributable to owners of the Company of

approximately HK\$8.8 million. The turnaround was primarily attributable to total net gain on fair value changes on financial assets at fair value through profit or loss and gain on disposal of financial assets at fair value through profit or loss.

As at 31 March 2026, the Group recorded a total assets of approximately HK\$151.5 million (2025: HK\$110.2 million), a total liabilities of HK\$90.3 million (2025: HK\$85.3 million) and a net asset of approximately HK\$61.3 million (2025: HK\$24.9 million). As at the Latest Practicable Date, the Group had unaudited cash and cash equivalents of approximately HK\$2.7 million. The Board considers the Group's financial position to be stable, the Group's internal cash resources will be applied towards the operation and development of the Group's business.

Looking ahead, the revenue from each of the sectors of asset advisory services and corporate consultancy services remains promising with a steady demand for professional commercial services in the Greater China. As companies in the Greater China, especially in the PRC, continue to expand in corporate size, operational complexity and geographical diversification as well as undergo restructuring, listing and mergers and acquisitions, the demand for a leading professional advisor on asset value, procedures and regulations, as well as investment matching are expected to remain high. In view of the Group's existing competitive advantages and market position in its core business segments, the Group is confident that its experienced professional teams and provision of convenient one-stop professional services will keep it well-positioned to capture the surging business opportunities.

The media advertising industry has reduced demand from freezing of marketing spend, the Group will actively adjust the business strategy in respond to the latest market changes.

The financial services segment is expected to be stable in coming year. The Group will closely monitor the credit risks and continue its effort to enhance our competitiveness within the ever changing industry and economy, so as to ensure a proper balance between return and risk.

Moving forward, the Group intends to strategically focus its resources on its core segments, namely (i) asset advisory services and asset appraisal services, and (ii) corporate services and consultancy services. To capture surging market opportunities and enhance operational efficiency, the Group may evaluate potential investments in advanced information technology systems to streamline internal workflows, optimize operational operations and improve client accessibility.

As at present, save for the Rights Issue, the Board has no intention or plan to conduct other equity fund raising activities 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.

**ASIA-PAC FINANCIAL INVESTMENT COMPANY 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 March 2026 (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 March 2026, 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 audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 March 2026 or any future date following the Rights Issue.

The Unaudited Pro Forma Financial Information is prepared based on the audited consolidated net tangible assets of the Group attributable to owners of the Company derived from the audited consolidated statement of financial position of the Group as at 31 March 2026 as extracted from the published annual report of the Company for the year ended 31 March 2026, 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 March 2026 HK\$'000 (Note 1)	Unaudited estimated net proceeds from the Rights Issue HK\$'000 (Note 2)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 March 2026 immediately after completion of the Rights Issue HK\$'000	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2026 per Share immediately before completion of the Rights Issue HK\$ (Note 3)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2026 per Share immediately after completion of the Rights Issue HK\$ (Note 4)
Based on 559,624,688 Rights Shares to be issued at Subscription Price of HK\$0.1 per Rights Share	61,102	53,854	114,956	0.218	0.137

Notes:

- The audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2026 were extracted from the audited consolidated net assets of the Group attributable to the owners of the Company as at 31 March 2026 of approximately HK\$61,272,000, after deducting consolidated intangible assets of approximately HK\$170,000 as at 31 March 2026. These figures have been extracted by the Directors from the published audit report as at 31 March 2026.
- The estimated net proceeds from the Rights Issue of approximately HK\$53,854,000 are based on 559,624,688 Rights Shares to be issued at HK\$0.1 per Rights Share, after deducting estimated related expenses of approximately HK\$2,108,000 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 March 2026 of approximately HK\$61,102,000, divided by 279,812,344 Shares in issue as at 31 March 2026.
- The calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2026 per Share immediately after completion of the Rights Issue is based on unaudited pro forma adjusted consolidated net tangible assets of the Group of approximately HK\$114,956,000 attributable to the owners of the Company as at 31 March 2026 immediately after completion of the Rights Issue, being the aggregate of audited consolidated net tangible assets of the Group of approximately HK\$61,102,000 attributable to the owners of the Company as at 31 March 2026 and the estimated net proceeds from the Rights Issue of approximately HK\$53,854,000, divided by 839,437,032 Shares which represents the sum of 279,812,344 Shares in issue and 559,624,688 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 March 2026.
- 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 March 2026.

**INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON UNAUDITED PRO
FORMA FINANCIAL INFORMATION**

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



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

The Board of Directors of
Asia-Pac Financial Investment Company Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Asia-Pac Financial Investment Company Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 March 2026 and related notes as set out on pages II-1 to II-2 of the circular issued by the Company dated 29 September 2026 (the “**Circular**”). The applicable criteria on the basis of which the directors have compiled the unaudited pro forma financial information are described in Section A of Appendix II of the Circular.

The unaudited pro forma financial information has been compiled by the directors of the Company to illustrate the impact of the proposed rights issue on the basis of two rights shares for every one existing share (the “**Rights Issue**”) held on the record date on the Group's financial position as at 31 March 2026 as if the Rights Issue had taken place as at 31 March 2026. As part of this process, information about the Group's net tangible assets as at 31 March 2026 has been extracted by the directors from the Group's audited consolidated financial statements for the year ended 31 March 2026, 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.

Our firm applies Hong Kong Standard on Quality Management 1 “*Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*” 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 Circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Rights Issue at 31 March 2026 would have been as presented.

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

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

2. SHARE CAPITAL 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\$0.1 each	<u>10,000,000</u>	<u>1,000,000</u>
Issued and fully paid:		
Ordinary Shares of HK\$0.1 each	<u>279,812</u>	<u>27,982</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\$0.1 each	<u>10,000,000</u>	<u>1,000,000</u>
Issued and fully paid:		
Ordinary Shares of HK\$0.1 each	279,812	27,982
Rights Shares to be issued pursuant to the Rights Issue of HK\$0.1 each	<u>559,625</u>	<u>55,962</u>
Ordinary Shares in issue immediately after completion of the Rights Issue	<u>839,437</u>	<u>83,944</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 will apply 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

			Approximate percentage of the Company's issued share capital ⁽¹⁾
Name of Directors	Nature of interest	Number of shares held	
Executive Director:			
Mr. Ip Kwok Kwong ("Mr. Ip")	Interest in controlled corporation and beneficial owner/Corporate interest and personal interest	3,108,500	1.11%

Note:

1. The percentage is calculated on the basis of the total number of issued Shares as at the Latest Practicable Date (i.e. 279,812,344 Shares).
2. 3,108,500 Shares were held by Brilliant One Holdings Limited ("**Brilliant One**") which was wholly owned by GC Holdings Limited ("**GC Holdings**"). GC Holdings was wholly owned by Mr. Ip, an executive Director and the Managing Director. By virtue of the SFO, Mr. Ip was deemed to have interests in all the Shares held by Brilliant One.

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 ⁽¹⁾
Laberie Holdings Limited ("Laberie") (Note 2)	Beneficial owner/Personal interest	56,000,000	20.01%
BFB Health Limited (formerly known as SEEC Media Group Limited) ("BFB Health") (Note 2)	Interest in a controlled corporation/Corporate interest	56,000,000	20.01%
Ms. Ru Xiaoge ("Ms. Ru") (Note 3)	Beneficial owner and spouse/ Personal interest and family interest	46,637,200	16.67%

Name	Nature of interest	Number of shares held	Approximate percentage of the Company's issued share capital ⁽¹⁾
Mr. Liu Shengnan (“ Mr. Liu ”) (Note 3)	Beneficial owner and spouse/ Personal interest and family interest	46,637,200	16.67%
Huatai Securities Co., Ltd. (“ Huatai Securities ”) (Note 4)	Interest in controlled corporation/corporate interest	50,508,421	18.05%

Notes:

1. The percentage is calculated on the basis of the total number of issued Shares as at the Latest Practicable Date (i.e. 279,812,344 Shares).
2. Laberie was wholly owned by BFB Health. By virtue of the SFO, BFB Health was deemed to be interested in all the Shares held by Laberie.
3. 46,630,000 Shares are registered in the name of Ms. Ru, the wife of Mr. Liu and 7,200 Shares are registered in the name of Mr. Liu, the husband of Ms. Ru. By virtue of the SFO, Ms. Ru is interested in all Shares held by Mr. Liu and Mr. Liu is interested in all Shares held by Ms. Ru.
4. Huatai Financial Holdings (Hong Kong) Limited (“**Huatai Financial HK**”) is wholly owned by Huatai International Financial Holdings Company Limited (“**Huatai International**”) and Huatai International is in turn wholly owned by Huatai Securities. By virtue of the SFO, Huatai Securities is deemed interested in all Shares held by Huatai Financial HK.

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 March 2026 (being the date to which the latest published audited consolidated financial statements of the Group 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 are the qualification of the experts who have been named in this circular or have given opinions, letters or advices contained in this circular:

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

As at the Latest Practicable Date, none of the experts had 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, none of the Experts had 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 March 2026, being the date to which the latest published audited accounts of the Company were made up.

As at the Latest Practicable Date, each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letters or reports 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 Director Mr. Ip Kwok Kwong
Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

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

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

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

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

Authorised representatives Ms. Cheng Lucy
Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

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

Company secretary Ms. Cheng Lucy
Unit 506, 5/F, New World Tower 1
18 Queen's Road Central, Central
Hong Kong

Registered office	Cricket Square Hutchins Drive P. O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands
Head office and principal place of business in Hong Kong	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	Conyers Trust Company (Cayman) Limited Cricket Square Hutchins Drive P. O. Box 2681 Grand Cayman, KY1-1111 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	China Citic Bank International Limited OCBC Wing Hang Bank Limited
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	8193
Company's	www.gca.com.hk
Placing Agent to the Company	Suncorp Securities Limited Unit 2305, 23/F The Center 99 Queen's Road Central Hong Kong

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders	Vinco Financial Limited Unit 2808, 28/F The Center 99 Queen's Road Central Hong Kong
Legal advisers to the Company as to Hong Kong laws	Chan, Wan, Luk & Associates Room 1003, 10/F 8 Jordan Road Jordan Hong Kong

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

Executive Directors

Mr. Ip Kwok Kwong (“**Mr. Ip**”), aged 65, is one of the founding directors of the Group and was appointed as an executive Director and the managing director of the Company (the “**Managing Director**”) in December 2010. He is the compliance officer and an authorised representative of the Company. He is also a member of each of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board, and a director of certain subsidiaries of the Company. Mr. Ip is responsible for overall management and development including frontline co-ordination with clients, organisations as well as formulation of development strategy of the Group. Professionally, Mr. Ip is a Chartered Valuation Surveyor, a Registered Professional Surveyor (General Practice) under the Surveyors Registration Ordinance of Hong Kong and a Registered Business Valuer of the Hong Kong Business Valuation Forum. Mr. Ip was appointed as a committee member of the People's Political Consultative Conference of Harbin, the PRC in the second half of 2011 after having received the Outstanding Entrepreneurship Award from the Enterprise Asia, a non-governmental organisation for entrepreneurship in mid-2011. Mr. Ip was appointed as an independent non-executive director of Prosperity Investment Holdings Limited on 31 May 2023, the shares of which are listed on the Stock Exchange. Saved as disclosed, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Mr. Wu Di (“Mr. Wu”), aged 45, was appointed as a non-executive Director on 20 November 2014 and redesignated as an executive Director on 20 July 2015. He was appointed as a member of each of the Remuneration Committee and the Nomination Committee on 10 May 2017. Mr. Wu is a director of certain subsidiaries of the Company. He holds a bachelor’s degree in business administration from the Dongbei University of Finance and Economics (東北財經大學) in the PRC. He has over 15 years of experience in strategic planning, corporate management and business development. He has worked for various corporations and held management positions. He 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. Sek Wai Kit, aged 44, was appointed as an independent non-executive Director, the chairman of the audit committee of the Board (the “**Audit Committee**”) and a member of each of the Nomination Committee and the Remuneration Committee with effect from 31 October 2020. He was awarded a Bachelor of Business (Accounting) degree from the Australian Catholic University in 2004. He has been a member of CPA Australia since 2009. He has over ten years of experience in the field of audit and accounting. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Mr. So Kwok Yun (“Mr. So”), aged 64, was appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of Audit Committee and the Nomination Committee on 15 December 2017. He obtained a Bachelor of Arts (Architectural Studies) degree and a Bachelor of Architecture degree from the University of Hong Kong in 1984 and 1986, respectively. He was admitted as a member of the Hong Kong Institute of Architects in 1988 and a member of the Royal Institute of British Architects in 1990. He is also currently registered as an Authorized Person under the Buildings Ordinance (Chapter 123 of the laws of Hong Kong) and a Registered Architect in Hong Kong under the Architects Registration Ordinance (Chapter 408 of the laws of Hong Kong). Mr. So has over thirty years of experience in the field of architecture and project management. He has taken up managerial positions with various established architecture and property development companies and was involved in a number of major commercial and residential property projects in Hong Kong, China and overseas. In 2003, Mr. So founded his architecture designing business in Shanghai, China. He further established DPS Design (SH) Co., Ltd.* (世天建築諮詢(上海)有限公司) in 2010 and has been serving as the managing director since its establishment. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Ms. Zhou Lisi (“**Ms. Zhou**”), aged 29, was appointed as an independent non-executive Director, a member of each of the Nomination Committee, the Remuneration Committee and the Audit Committee on 24 December 2024 and subsequently appointed as the chairlady of the Nomination Committee on 31 March 2025. She graduated from Guangzhou Donghua Vocational College. Ms. Zhou has over 6 years of business management and operation experience and solid business network in China. She 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. Sek Wai Kit, Mr. So Kwok Yun and Ms. Zhou Lisi. Mr. Sek Wai Kit is the chairman of the Audit Committee. The primary duties of the Audit Committee are supervising the risk management and internal control policies and the financial reporting systems and procedures of the Company, reviewing the financial statements and reports of the Group, and reviewing the terms of engagement and the scope of audit work of the Company’s independent auditor.

Company Secretary

Ms. Cheng Lucy, the company secretary of the Company, has been nominated by Boardroom Corporate Services (HK) Limited (“**Boardroom**”) under an engagement letter made between the Company and Boardroom. Ms. Cheng Lucy is a fellow member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

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\$2.1 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 circular, 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 circular and the accompanying form of proxy shall prevail over the respective Chinese text in the case of inconsistency.

14. 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.gca.com.hk) for 14 days from the date of this circular:

- (i) the annual reports of the Company for the three (3) years ended 31 March 2024, 2025 and 2026;
- (ii) the letter from the Board, the text of which is set out on pages 10 to 33 of this circular;
- (iii) the letter from the Independent Board Committee, the text of which is set out on page 34 of this circular;
- (iv) the letter from Vinco Financial, the text of which is set out on pages 35 to 70 of this circular;
- (v) 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 circular;
- (vi) the written consents referred to in the paragraph headed "9. Experts and Consents" in this appendix; and
- (vii) the material contracts referred to in the paragraph headed "8. Material contracts" in this appendix.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Asia-Pac Financial Investment Company Limited

亞太金融投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of shareholders of Asia-Pac Financial Investment Company Limited (the “**Company**”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Wednesday, 14 October 2026 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTION

1. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant and not having revoked the listing of and permission to deal in the Rights Shares (as defined below):

- (a) the issue by way of rights (the “**Rights Issue**”) of no more than 559,624,688 new Shares of HK\$0.10 each (“**Rights Shares**” and each a “**Rights Share**”) at the subscription price of HK\$0.10 per Rights Share on the basis of two (2) Rights Shares for every one (1) Share of the Company held by the shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company as at the close of business on Tuesday, 27 October 2026 (or such other date as may be determined by the directors of the Company (the “**Directors**”) (the “**Record Date**”) other than those shareholders (the “**Excluded Shareholders**”) of the Company whose addresses as shown on the register of members of the Company are outside Hong Kong, whom the Directors, based on legal advice provided by legal advisers in the relevant jurisdictions, consider it necessary or expedient to exclude from the Rights Issue, on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, and substantially on the terms and conditions set out in the Circular (a copy of which marked “A” is produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) and such other terms and conditions as may be determined by the Directors, be and is hereby approved;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the placing agreement dated 14 August 2026 entered into between the Company and Suncorp Securities Limited (“**Placing Agreement**”) in relation to the placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares on a best effort basis (a copy of the Placing Agreement marked “B” is produced to the meeting and initialled by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (c) the board of Directors (the “**Board**”) or a committee thereof be and is/are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Excluded Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of, or the requirements of the relevant regulatory body or stock exchange in, any territory outside Hong Kong; and
- (d) any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Rights Issue, the Placing Agreement, and the transactions contemplated thereunder.”

By order of the Board

Asia-Pac Financial Investment Company Limited

Ip Kwok Kwong

Executive Director and Managing Director

Hong Kong, 29 September 2026

*Head Office and Principal Place of Business
in Hong Kong:*

Unit 506, 5th Floor
New World Tower 1
18 Queen’s Road Central
Central
Hong Kong

Registered Office:

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the meeting above (the “**EGM**”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares of the Company (the “**Shares**”), more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association. A proxy need not be a Member but must be present in person at the EGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use in connection with the EGM is enclosed. If you are not able to attend and vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the EGM or its adjournment should he/she/it so wish. In such event, the form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the EGM (i.e. by 3:00 p.m. on 12 October 2026) or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the EGM or its adjournment should he/she/it so wish.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but should more than one of such joint holders be present at the EGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of Members in respect of such Share(s) shall alone be entitled to vote in respect thereof.
5. For determining Members’ entitlement to attend and vote at the EGM, the register of Members will be closed from Thursday, 8 October 2026 to Wednesday, 14 October 2026 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at EGM, the non-registered shareholders must lodge all transfer documents, accompanied by the relevant share certificates, with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 7 October 2026. Members whose names appear on the register of Members at the close of business on Wednesday, 14 October 2026, being the record date, are entitled to attend and vote at the EGM.
6. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the notice of the EGM will be taken by a poll.
7.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time on the date of the EGM, the EGM will be postponed to the next Business Day on which no tropical cyclone warning No. 8 or above or black rainstorm warning signal is hoisted or in force in Hong Kong at any time between the hours from 8:00 a.m. to 5:00 p.m. and in such case the EGM shall be held at the same time and venue.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for the holding of the EGM and where conditions permit, the EGM will be held as scheduled.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) The EGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
8. All times and dates specified herein refer to Hong Kong local times and dates.