
INFORMATION ABOUT THIS LISTING DOCUMENT AND THE SPIN-OFF

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS LISTING DOCUMENT

This listing document, for which our Directors (including any proposed director who is named as such in this listing document) collectively and individually accept full responsibility, includes particulars given in compliance with the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information with regard to our Group. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this listing document 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 listing document misleading.

INFORMATION ON THE SPIN-OFF

Our Company has not authorised anyone to provide any information that is different from what is contained in this listing document or to make any representation not contained in this listing document. You should not rely on any information or representation not contained in this listing document as having been authorised by our Group, Karrie International, the Sole Sponsor, or any of our Group's or their respective directors, officers or representatives or any other person involved in the Spin-off. Neither the delivery of this listing document nor the distribution of Shares pursuant to the Distribution should, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our Group affairs since the date of this listing document or imply that the information contained in this listing document is correct as at any date subsequent to the date of this listing document.

RESTRICTIONS ON THE USE OF THIS LISTING DOCUMENT

This listing document is published solely in connection with providing information on the Spin-off. It may not be used for any other purpose and, in particular, no person is authorised to use or reproduce this listing document or any part thereof in connection with any offering of Shares or other securities of our Company. Accordingly, this listing document does not constitute an offer or invitation in any jurisdiction to acquire, subscribe for or purchase any of our Shares or other securities of our Company nor is it calculated to invite any offer or invitation for any of our Shares or other securities of our Company.

INFORMATION ABOUT THIS LISTING DOCUMENT AND THE SPIN-OFF

APPLICATION FOR LISTING OF OUR SHARES ON THE STOCK EXCHANGE

Our Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, our Shares in issue following completion of the Spin-off and any Shares which may be issued pursuant to the exercise of options which may be granted under the Share Option Scheme. Dealings in our Shares on the Stock Exchange are expected to commence on Thursday, 23 March 2023. No part of the share or loan capital of our Company is listed on or dealt in on any other stock exchange. At present, our Company is not seeking or proposing to seek such listing of, or permission to deal in, the share or loan capital of our Company on any other stock exchange.

ABOUT THE SPIN-OFF

The Spin-off does not involve an offering of Shares or any other securities of our Company for purchase or subscription and no money will be raised in conjunction with the Spin-off. By undertaking the Listing, we seek to avail the Qualifying Karrie International Shareholders with a liquid public market for our Shares.

CONDITION OF THE DISTRIBUTION AND THE SPIN-OFF

The Distribution is conditional on the Listing Committee granting the listing of, and permission to deal in, our Shares on the Main Board of the Stock Exchange and such approval not having been revoked prior to 8:00 a.m. (Hong Kong time) on the Listing Date. If such condition is not satisfied, the Distribution will not be made and the Spin-off will not take place, in which case an announcement will be made. Further, our Company confirms that if the Spin-off does not occur for any reason, the Distribution will not be made.

According to the Listing Rules (including Practice Note 15 to the Listing Rules) and the Companies Act, the Spin-off does not require the approval of Karrie International Shareholders.

NO CHANGE IN BUSINESS

Our Company does not contemplate there to be any change in the business of our Group immediately following the Spin-off.

INFORMATION ABOUT THIS LISTING DOCUMENT AND THE SPIN-OFF

HONG KONG REGISTER AND STAMP DUTY

Our Company's branch register of members is maintained by the Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, in Hong Kong. Dealings in our Shares on the Stock Exchange will be registered on our Company's branch register of members maintained in Hong Kong.

Dealings in our Shares on our Company's branch register of members maintained in Hong Kong will be subject to Hong Kong stamp duty.

Unless our Company determines otherwise, after the Listing, dividends payable in HKD in respect of our Shares will be paid to our Shareholders listed on our Company's registers of members, by way of cheque sent by ordinary post, at their own risk, to the registered address of each Shareholder as stated in our Company's registers of members.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of listing of, and permission to deal in, our Shares on the Stock Exchange and our Company's compliance with the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in our Shares on the Stock Exchange or any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for our Shares to be admitted into CCASS.

PROFESSIONAL TAX ADVICE RECOMMENDED

You should consult your professional advisers if you are in any doubt as to the taxation implications of receiving, purchasing, holding, disposing of and dealing in our Shares. It is emphasised that none of our Company, the Sole Sponsor, any member of our Group or their respective directors, officers or representatives or any other person involved in the Spin-off accepts responsibility for any tax effects or liabilities resulting from the receipt of, purchase, holding or disposing of, or dealing in, our Shares or your exercise of any rights attaching to our Shares.

INFORMATION ABOUT THIS LISTING DOCUMENT AND THE SPIN-OFF

COMMENCEMENT OF DEALINGS IN OUR SHARES

Dealings in our Shares on the Stock Exchange are expected to commence on Thursday, 23 March 2023. The stock code of our Shares is 2421.

ODD LOT ARRANGEMENTS

Our Shares will be traded in board lots of 2,000 Shares each. As a result of the Distribution, Qualifying Karrie International Shareholders may receive our Shares in odd lots. In order to facilitate the trading of odd lots (if any) in our Shares, our Company has appointed Computershare Hong Kong Investor Services Limited to provide matching services, on a best efforts basis, to our Shareholders to facilitate the acquisition or disposal of odd lots of our Shares to make up a full board lot of our Shares, during the period from Thursday, 23 March 2023 to Friday, 31 March 2023. Our Shareholders who wish to take advantage of this service should contact Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or at telephone numbers (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 4:30 p.m.) of such period. Our Shareholders should note that successful matching of the sale and purchase of odd lots of our Shares is not guaranteed and that in the event of successful matching, the relevant Shareholder will be charged the standard brokerage fee of Computershare Hong Kong Investor Services Limited. Our Shareholders who are in doubt about this service are recommended to consult their professional advisers.