
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in CT Vision S.L. (International) Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CT Vision S.L. (International) Holdings Limited

中天順聯(國際)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 994)

**CONNECTED TRANSACTION
SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE
PLACING OF NEW SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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



Placing Agent



**英皇證券有限公司
Emperor Securities Limited**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 1 to 21 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on pages 22 to 23 of this circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages IFA-1 to IFA-16 of this circular. A notice convening the EGM to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 5 October 2023 at 10 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or at any adjournment thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

19 September 2023

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 30 July 2023 in relation to, among other things, the Subscription and the Placing
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturdays) on which commercial banks generally are open for normal banking business in Hong Kong
“Company”	CT Vision S.L. (International) Holdings Limited (中天順聯(國際)控股有限公司)(stock code: 994), an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“CT Vision Investment” or “Subscriber”	CT Vision Investment Limited, a company incorporated in the British Virgin Islands with limited liability and owned by Ms. Lin Zhiling as to 44.80%, Dr. Ho as to 22.40%, Mr. Lam Chun Keung as to 22.40%, Mr. Wu as to 7.80% and Everenjoy as to 2.60%, which is the controlling shareholder of the Company and the subscriber of the Subscription under the Subscription Agreement
“Director(s)”	director(s) of the Company
“Dr. Ho”	Dr. Ho Chun Kit Gregory, a non-executive Director of the Company and a director and shareholder of the Subscriber

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 5 October 2023, 2023 at 10 a.m. to consider and, if thought fit, to approve the Subscription Agreement and the Placing Agreement and the respective transactions contemplated thereunder (including the grant of the Specific Mandates to allot and issue the Subscription Shares and the Placing Shares)
“Emperor Securities” or “Placing Agent”	Emperor Securities Limited, the placing agent and a licensed corporation to carry out business in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“Everenjoy”	Everenjoy Investments Limited, a company incorporated in the British Virgin Islands with limited liability and wholly owned by Ms. Tai Chau Wah as to 1.00%, Ms. Zhao Min as to 24.00% and Mr. Dong Yajun as to 75.00%
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee of the Company comprising all the independent non-executive Directors, established for the purpose of advising the Independent Shareholders on the Subscription Agreement and the transactions contemplated thereunder
“Independent Financial Adviser”	Lego Corporate Finance Limited, a licensed corporation to conduct Type 6 (advising on corporate finance) regulated activity as defined under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate)

DEFINITIONS

"Independent Shareholders"	the Shareholders other than those who are required under the Listing Rules to abstain from voting at the EGM for the resolution approving the Subscription Agreement and the transactions contemplated thereunder
"Independent Third Party(ies)"	third parties independent of and not connected (as defined under the Listing Rules) with the Company and its connected person(s)
"Latest Practicable Date"	12 September 2023, being the latest practicable date prior to the despatch of this circular for ascertaining certain information referred to in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Wu"	Mr. Wu Rui, an executive Director of the Company and a director and shareholder of the Subscriber
"Ms. Du"	Ms. Du Yi, a non-executive Director of the Company and a director of the Subscriber
"Placee(s)"	means individual, professional, institutional and/or other investors selected and procured by or on behalf of the Placing Agent pursuant to its obligations under the Placing Agreement and are professional investors as defined in the SFO and as extended by the Professional Investor Rules
"Placing"	the placing of a maximum number of 90 million Placing Shares by the Placing Agent on the terms and subject to the conditions of the Placing Agreement
"Placing Agreement"	the placing agreement entered into between the Company and the Placing Agent on 28 July 2023 (after trading hours of the Stock Exchange) in respect of the Placing
"Placing Completion Date"	within seven (7) Business Days after the conditions precedent of the Placing Agreement have been fulfilled (or such other date the Company and the Placing Agent may agree in writing), on which completion of the Placing shall take place pursuant to the Placing Agreement

DEFINITIONS

“Placing Price”	HK\$0.40 per Placing Share, which is equal to the Subscription Price
“Placing Share(s)”	a maximum number of 90 million new Shares to be placed pursuant to the Placing Agreement
“Placing Specific Mandate”	the specific mandate to be sought from and, if approved, granted by the Shareholders to the Directors at the EGM for the allotment and issuance of the Placing Shares pursuant to the Placing Agreement
“PRC”	the People’s Republic of China, which shall, for the purpose of this circular, exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Professional Investor Rules”	the Securities and Futures (Professional Investor) Rules (Chapter 571D of the Laws of Hong Kong) for the time being in force
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) for the time being in force
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of issued Shares
“Specific Mandates”	the Subscription Specific Mandate and the Placing Specific Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Subscription Shares by the Subscriber pursuant to the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the subscription agreement entered into between the Company and the Subscriber on 28 July 2023 (after trading hours of the Stock Exchange) in respect of the Subscription
“Subscription Price”	HK\$0.40 per Subscription Share, which is equal to the Placing Price

DEFINITIONS

“Subscription Share(s)”	the 90 million new Shares to be allotted and issued by the Company to the Subscriber or its nominee(s) pursuant to the terms and conditions of the Subscription Agreement
“Subscription Specific Mandate”	the specific mandate to be sought from and, if approved, granted by the Independent Shareholders to the Directors at the EGM for the allotment and issuance of the Subscription Shares pursuant to the Subscription Agreement
“subsidiary(ies)”	has the meaning attributable to it in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“YTD”	year to date
“%”	per cent

LETTER FROM THE BOARD



CT Vision S.L. (International) Holdings Limited

中天順聯(國際)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 994)

Executive Directors:

Mr. Wu Rui (*Vice chairman*)

Mr. Guo Jianfeng

Mr. Sun Dexin

Non-executive Directors:

Ms. Du Yi (*Chairlady*)

Mr. Lu Qiwei

Dr. Ho Chun Kit Gregory

Independent non-executive Directors:

Dr. Tang Dajie

Mr. Ng Kwun Wan

Dr. Lin Tat Pang

Registered office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room Nos 808-814, 8th Floor

Sun Hung Kai Centre

30 Harbour Road

Wanchai, Hong Kong

19 September 2023

To the Shareholders

Dear Sir or Madam,

**CONNECTED TRANSACTION
SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE
PLACING OF NEW SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 30 July 2023 in relation to, among other things, the Subscription and the Placing.

LETTER FROM THE BOARD

On 28 July 2023 (after trading hours of the Stock Exchange), the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 90 million Subscription Shares at the Subscription Price of HK\$0.40 per Subscription Share.

The Subscription Shares to be subscribed under the Subscription Agreement will be allotted and issued pursuant to the Subscription Specific Mandate to be approved and granted to the Directors by the Independent Shareholders at the EGM.

On 28 July 2023 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has conditionally agreed to use all reasonable endeavours to place, on a best effort basis but without any underwriting obligations, a maximum number of 90 million Placing Shares to not less than six Places at the Placing Price of HK\$0.40 per Placing Share.

The Placing Shares to be placed under the Placing Agreement will be allotted and issued pursuant to the Placing Specific Mandate to be approved and granted to the Directors by the Shareholders at the EGM.

As at the Latest Practicable Date, the Subscriber is the controlling shareholder of the Company holding 389,160,000 Shares, representing approximately 51.15% of the issued share capital of the Company. Therefore, the Subscriber is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Subscription constitutes a connected transaction for the Company under the Listing Rules and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Subscription and the Placing will be subject to, *inter alia*, the approval of the Independent Shareholders and the Shareholders at the EGM respectively. The EGM will be convened and held for the Independent Shareholders and the Shareholders to consider and, if thought fit, approve the Subscription Agreement and the Placing Agreement and the respective transactions contemplated thereunder (including the grant of the Specific Mandates to allot and issue the Subscription Shares and the Placing Shares) respectively. The Subscriber and its associates are interested in 389,160,000 Shares, representing approximately 51.15% of the issued Shares as at the Latest Practicable Date. The Subscriber and its associates, being connected persons of the Company and having material interests in the Subscription, will abstain from voting on the relevant resolution at the EGM.

The purpose of this circular is to provide you with, among other things, (i) further details about the Subscription Agreement and the Placing Agreement and the respective transactions contemplated thereunder; (ii) the recommendation letter of the Independent Board Committee to the Independent Shareholders in respect of the Subscription; (iii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in respect of the Subscription; and (iv) the notice convening the EGM.

LETTER FROM THE BOARD

THE SUBSCRIPTION

The Subscription Agreement

Date : 28 July 2023 (after trading hours of the Stock Exchange)

Issuer : The Company

Subscriber : CT Vision Investment Limited, the controlling shareholder of the Company

The Subscription Shares

Pursuant to the terms of the Subscription Agreement, the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 90 million Subscription Shares at the Subscription Price of HK\$0.40 per Subscription Share.

Assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the completion of the Subscription and the Placing, the Subscription Shares represent:

- (i) approximately 11.83% of the existing issued share capital of the Company as at the Latest Practicable Date;
- (ii) approximately 10.58% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares (assuming the Placing does not proceed); and
- (iii) approximately 9.57% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares and the Placing Shares.

The aggregate nominal value of the Subscription Shares is HK\$900,000.00.

The Subscription Price

The Subscription Price for the Subscription Shares is HK\$0.40 per Subscription Share and represents:

- (i) a discount of approximately 11.11% to the closing price of HK\$0.45 per Share as quoted on the Stock Exchange on 28 July 2023, being the date of the Subscription Agreement;
- (ii) a discount of approximately 10.31% to the average closing price of HK\$0.446 per Share as quoted on the Stock Exchange for the five trading days immediately prior to the date of the Subscription Agreement;

LETTER FROM THE BOARD

- (iii) a discount of approximately 11.3% to the average closing price of approximately HK\$0.451 per Share as quoted on the Stock Exchange for the ten trading days immediately prior to the date of the Subscription Agreement;
- (iv) a discount of approximately 20.7% to the average closing price of approximately HK\$0.504 per Share as quoted on the Stock Exchange for the thirty trading days immediately prior to the date of the Subscription Agreement;
- (v) a premium of approximately 219.2% over the audited consolidated net asset value of approximately HK\$0.1253 per Share as at 31 December 2022 (based on the audited consolidated statement of financial position of the Company as at 31 December 2022 and the number of Shares in issue as at the Latest Practicable Date); and
- (vi) a discount of approximately 3.6% to the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Subscription Price is the same as the Placing Price. The aggregate Subscription Price will be payable by the Subscriber in cash upon completion of the Subscription Agreement.

The Subscription Price was determined after arm's length negotiations between the Company and the Subscriber with reference to the prevailing market price of the Shares. A slight discount has been applied to the prevailing market price of the Shares after arm's length negotiations between the Company and the Subscriber in view of the trading volume of the Company's shares has been low due to unfavourable market sentiment. The determination of Subscription Price and Placing Price made references to: (i) the average close prices for the past 10 and 30 trading days up to and including the date of Subscription Agreement and Placing Agreement were approximately HK\$0.451 and HK\$0.504 per Share respectively, the Subscription Price and Placing Price represent a discount of approximately 11.3% and 20.7% discount to the average closing price for the past 10 and 30 trading days respectively; (ii) the average daily trading volume for the past 30 trading days up to and including the date of the Subscription Agreement and Placing Agreement was approximately 297,700 Shares, representing approximately 0.04% of the total issued Shares; (iii) daily trading turnover of the Hong Kong stock market, from daily average turnover of approximately HK\$138.3 billion for June 2022 YTD to approximately HK\$115.5 billion for June 2023 YTD, representing a decrease of approximately of 16.5%, (iv) total equity funds raised (excluding initial public offering) under the security market of Hong Kong, from approximately HK\$95.3 billion for June 2022 YTD to approximately HK\$56.6 billion for June 2023 YTD, representing a decrease approximately of 40.6%; and (v) net losses recorded by the Company for the year ended 31 December 2022.

LETTER FROM THE BOARD

In evaluating the fairness and reasonableness of the Subscription Price and the discount to closing prices thereof, the Directors have considered the discount applied to comparable transactions of an exhaustive list of six listed companies. It was based on the criteria that (i) issue of new shares by way of subscription; (ii) the shares were not issued as consideration shares for settlement of consideration in acquisition transaction; and (iii) within 6 months before the date of the Subscription Agreement. It is noted that the discount rates ranged from premium of approximately 23.88% to discount of approximately 19.05%. The discount rate of the Subscription represents approximately 11.11% to the closing price of the Shares as at the date of the Subscription Agreement, which is within the range of that of the comparable transactions.

The gross proceeds and net proceeds from the Subscription will be HK\$36 million and approximately HK\$35.64 million respectively and the net Subscription Price per Subscription Share is approximately HK\$0.3960.

Ranking of Subscription Shares

The Subscription Shares, when issued and fully paid, will rank *pari passu* among themselves and with the Shares then in issue.

Conditions of the Subscription

The Subscription Agreement is conditional upon the following conditions being fulfilled:

- (i) the passing of the necessary resolution(s) at the EGM by the Independent Shareholders in accordance with the Listing Rules to approve the Subscription Agreement and the transactions contemplated thereunder, including the grant of the Subscription Specific Mandate and the allotment and issue of the Subscription Shares; and
- (ii) the Stock Exchange granting and not having withdrawn or revoked approval for the listing of, and permission to deal in the Subscription Shares prior to settlement of the Subscription Shares.

If any of the conditions precedent set out above (which are not waivable) is not fulfilled on or before 31 December 2023 (or such other date as may be agreed between the Company and the Subscriber in writing), all rights and obligations of the parties to the Subscription Agreement (save for certain clauses of the Subscription Agreement) shall cease and terminate and none of the parties thereto shall have any claim against the others in respect of the Subscription Agreement (save for any antecedent breaches thereof).

LETTER FROM THE BOARD

Lock-up Restriction

The Subscriber undertakes to the Company (and its successors and assigns) that, within 12 months after completion of the Subscription, it shall not, directly or indirectly:

- (i) transfer or dispose of, nor enter into any agreements to transfer or dispose of or otherwise create any options, rights, interests or encumbrances in respect of any of the Subscription Shares or any interest in such Subscription Shares (which includes any interest in a company which holds the Subscription Shares) or securities that constitute or confer the right to receive the Subscription Shares or securities convertible into or exercisable or exchangeable for or repayable with the Subscription Shares;
- (ii) enter into a swap agreement or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the ownership of the Subscription Shares, whether any such swap agreement or other agreement or transaction is to be settled by delivery of the Subscription Shares or the securities, in cash or otherwise; or
- (iii) agree (conditionally or unconditionally) to enter into or effect any transaction with the same economic effect as any of the transactions referred to in paragraphs (i) and/or (ii) above.

However, the above lock-up restrictions shall not apply to a transfer of the Subscription Shares (or the interest therein) to any wholly-owned subsidiary of the Subscriber.

Subscription Specific Mandate to issue the Subscription Shares

The Subscription Shares will be allotted and issued pursuant to the Subscription Specific Mandate to be sought from the Independent Shareholders at the EGM. The Subscription Specific Mandate, if approved, will be valid until the completion of the Subscription or termination of the Subscription Agreement.

Completion of the Subscription

Completion of the Subscription shall take place within seven (7) Business Days immediately after the fulfilment of all the conditions precedent as set out in the Subscription Agreement or such other date as the Company and the Subscriber may agree in writing.

Listing of Subscription Shares

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

LETTER FROM THE BOARD

THE PLACING

The Placing Agreement

Date : 28 July 2023 (after trading hours of the Stock Exchange)

Issuer : The Company

Placing Agent : Emperor Securities

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

The Placing Shares

Pursuant to the Placing Agreement, the Placing Agent has conditionally agreed to use all reasonable endeavours to procure, on a best effort basis but without any underwriting obligations, not less than six Placees to subscribe for a maximum number of 90 million Placing Shares.

Assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the completion of the Subscription and the Placing, the Placing Shares represent:

- (i) approximately 11.83% of the existing issued share capital of the Company as at the Latest Practicable Date; and
- (ii) approximately 9.57% of the issued share capital of the Company as enlarged by the issue of the Placing Shares and the Subscription Shares.

The aggregate nominal value of the Placing Shares is HK\$900,000.00.

The Placing Price

The Placing Price for the Placing Shares is HK\$0.40 per Placing Share, which is the same as the Subscription Price, and represents:

- (i) a discount of approximately 11.11% to the closing price of HK\$0.45 per Share as quoted on the Stock Exchange on 28 July 2023, being the date of the Placing Agreement;
- (ii) a discount of approximately 10.31% to the average closing price of HK\$0.446 per Share as quoted on the Stock Exchange for the five trading days immediately prior to the date of the Placing Agreement;

LETTER FROM THE BOARD

- (iii) a discount of approximately 11.3% to the average closing price of approximately HK\$0.451 per Share as quoted on the Stock Exchange for the ten trading days immediately prior to the date of the Placing Agreement;
- (iv) a discount of approximately 20.7% to the average closing price of approximately HK\$0.504 per Share as quoted on the Stock Exchange for the thirty trading days immediately prior to the date of the Placing Agreement;
- (v) a premium of approximately 219.2% over the audited consolidated net asset value of approximately HK\$0.1253 per Share as at 31 December 2022 (based on the audited consolidated statement of financial position of the Company as at 31 December 2022 and the number of Shares in issue as at the Latest Practicable Date); and
- (vi) a discount of approximately 3.6% to the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Directors (including the independent non-executive Directors of the Company) considered that the Placing Price is fair and reasonable taking into account of the same factors considered for determining the fairness and reasonableness of the Subscription Price. Please refer to the reasons stated under the paragraph “The Subscription Price” for further details.

Assuming all the Placing Shares are successfully placed, the gross proceeds and net proceeds from the Placing will be HK\$36 million and approximately HK\$35.10 million respectively and the net Placing Price per Placing Share is approximately HK\$0.39.

Ranking of Placing Shares

The Placing Shares, when issued and fully paid, will rank *pari passu* among themselves and with the Shares then in issue.

Placee(s)

The Placing Agent has agreed to procure not less than six Placees (who will be individual, professional, institutional and/or other investors), who and whose ultimate beneficial owners will be Independent Third Parties. It is expected that none of the Placee(s) will become a substantial shareholder of the Company immediately after completion of the Placing.

LETTER FROM THE BOARD

Placing commission

The Placing Agent shall receive a placing commission of 1.50% of the amount equal to the Placing Price multiplied by the number of the Placing Shares successfully placed. The placing commission was negotiated on arm's length basis between the Company and the Placing Agent and determined with reference to the prevailing market rate of placing commission (ranging from 1.00% to 3.00% which was reflected by recent placing transactions conducted by main board issuers for the period of 2 months prior to the date of the Placing Agreement) and the size of the Placing.

The Directors (including all independent non-executive Directors of the Company) consider that the terms of the Placing Agreement (including the Placing Price and placing commission) are on normal commercial terms and are fair and reasonable.

Conditions of the Placing

The Placing Agreement is conditional upon the fulfillment of all of the following conditions:

- (i) the Subscription having been completed;
- (ii) the Placing Agreement and the transactions contemplated thereunder, including the grant of the Placing Specific Mandate, having been approved by the Shareholders of the Company at the EGM;
- (iii) the Stock Exchange having granted or agreeing to grant and not subsequently revoked prior to completion of the Placing the approval for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange;
- (iv) the Company's representations and warranties given under the Placing Agreement remaining true and accurate and not misleading in all respects at all time prior to and on the Placing Completion Date and that there is no material breach of the Company's undertakings provided under the Placing Agreement prior to and on the Placing Completion Date; and
- (v) the Placing Agreement not having been terminated in accordance with its terms.

If the conditions precedent are not fulfilled by 5:00 p.m. on 31 December 2023 (or such other date as the Company and the Placing Agent may agree in writing), either party to the Placing Agreement may, at any time thereafter, terminate the Placing Agreement by notice in writing to the other party thereto, whereupon the obligations under the Placing Agreement shall forthwith cease and terminate and neither the Company nor the Placing Agent shall have any claim against the other.

LETTER FROM THE BOARD

The Directors are of the view that the Placing being conditional to the Subscription would provide the potential placee(s) a greater assurance in respect of the Group's prospect as the Subscription is conducted by the controlling shareholder, which shows its confidence in the Company.

Lock-up Restriction

Subject to the terms of the Placing Agreement, the Placing Agent will procure each Placee to undertake in writing that, within 12 months after completion of the Placing, he/she/it shall not, directly or indirectly:

- (i) transfer or dispose of, nor enter into any agreements to transfer or dispose of or otherwise create any options, rights, interests or encumbrances in respect of any of the Placing Shares or any interest in such Placing Shares (which includes any interest in a company which holds the Placing Shares) or securities that constitute or confer the right to receive the Placing Shares or securities convertible into or exercisable or exchangeable for or repayable with the Placing Shares;
- (ii) enter into a swap agreement or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the ownership of the Placing Shares, whether any such swap agreement or other agreement or transaction is to be settled by delivery of the Placing Shares or the securities, in cash or otherwise; or
- (iii) agree (conditionally or unconditionally) to enter into or effect any transaction with the same economic effect as any of the transactions referred to in paragraphs (i) and/or (ii) above.

However, the above lock-up restrictions shall not apply to a transfer of the Placing Shares (or the interest therein) to the respective wholly-owned subsidiary of each Placee.

LETTER FROM THE BOARD

Termination of the Placing

Notwithstanding any other provision of the Placing Agreement, if at any time between the date of the Placing Agreement and at any time prior to 11:00 a.m. (Hong Kong time) on the Placing Completion Date, in the absolute opinion of the Placing Agent, there occurs:

- (i) any material breach of, or any event rendering untrue or incorrect in any material respect, any of the representations and warranties of the Company contained in the Placing Agreement or any failure to perform any of the Company's undertakings in the Placing Agreement;
- (ii) any new law, rule or regulation or any change in existing laws (including common law), rules or regulations (or the juridical interpretation thereof) or other occurrence of any nature whatsoever which, in the reasonable opinion of the Placing Agent, are or may be materially adverse to the business or financial position of the Group taken as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Placing;
- (iii) any change, or development (regardless of whether permanent or not) involving a prospective change, in or affecting, the business, management, general affairs, assets and/or liabilities, prospects, Shareholders' equity, results of operations or position, financial or otherwise, of the Company or the Group as a whole, regardless of whether or not arising in the ordinary course of business; or
- (iv) any suspension of dealings in the Shares for any period of ten (10) consecutive trading days or more except for suspension relating to any transaction under the Placing Agreement,

the Placing Agent shall have the right exercisable at any time by notice in writing to the Company to terminate the Placing Agreement.

The Placing Agreement may be terminated by the Placing Agent in the event that at any time before 11 a.m. on the Placing Completion Date, in the absolute opinion of the Placing Agent, the success of the Placing may be, would be or might be adversely affected by any force majeure events as defined below:

- (i) any event or circumstance (whether or not forming part of a series of events or circumstances occurring or continuing before, on and/or after the date of the Placing Agreement) or material change or deterioration in local, national, international, political, military, financial, economic, market or trading conditions or any other conditions (whether or not ejusdem generis with any of the foregoing) in any part of the world in which the Company or any of its subsidiaries carries on business which, in the reasonable opinion of the Placing Agent, is or may be materially adverse to the business or financial position of the Group taken as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Placing;

LETTER FROM THE BOARD

- (ii) any event, or series of events beyond the reasonable control of the Placing Agent, including but not limited to acts of government, strikes, labour disputes, lock-outs, fire, explosion, flooding, storm, tempest, typhoon, accident, civil commotion, economic sanctions, epidemic, outbreak of infectious disease, pandemic, outbreak or escalation of hostilities (local, national, international or otherwise), acts of war, terrorism, and acts of God; or
- (iii) any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange.

Without prejudice to any other provisions of the Placing Agreement, the Placing Agent shall have the right exercisable at any time by notice in writing to the Company to terminate the Placing Agreement if any of the Placing Shares are not delivered by or on behalf of the Company in accordance with the Placing Agreement.

In the event that the Placing Agent terminates the Placing Agreement in accordance with the Placing Agreement, all obligations of each of the parties to the Placing Agreement shall cease and determine (but any termination of the Placing Agreement shall not prejudice the rights of the parties to the Placing Agreement which accrued before the date of termination of the Placing Agreement); and no party to the Placing Agreement shall have any claim against any other party to the Placing Agreement in respect of any matter arising out of or in connection with the Placing Agreement except for:

- (i) any antecedent breach of any obligation under the Placing Agreement;
- (ii) liabilities of the Company regarding the payment of all costs, charges and expenses referred to in relevant clauses in the Placing Agreement; and
- (iii) any rights of the other party to the Placing Agreement which accrued before the date of termination of the Placing Agreement.

Placing Specific Mandate to issue the Placing Shares

The Placing Shares will be allotted and issued pursuant to the Placing Specific Mandate to be sought from the Shareholders at the EGM. The Placing Specific Mandate, if approved, will be valid until the completion of the Placing or termination of the Placing Agreement.

Completion of the Placing

Completion of the Placing will take place within seven (7) Business Days after the fulfilment of the conditions precedent as set out in the Placing Agreement or such other date as the Company and the Placing Agent may agree in writing.

Listing of the Placing Shares

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Subscription only (assuming the Placing does not proceed); and (iii) immediately after completion of the Subscription and the Placing, assuming that (a) there will be no change in the share capital of the Company from the Latest Practicable Date and up to the completion date of the Subscription and the Placing (other than as a result of the allotment and issue of the Subscription Shares and the Placing Shares); and (b) all the Placing Shares are successfully placed:

	As at the Latest Practicable Date		Immediately after completion of the Subscription only (assuming the Placing does not proceed)		Immediately after completion of the Subscription and the Placing	
	<i>Approximate</i>		<i>Approximate</i>		<i>Approximate</i>	
	<i>No. of Shares</i>	<i>% (Note)</i>	<i>No. of Shares</i>	<i>% (Note)</i>	<i>No. of Shares</i>	<i>% (Note)</i>
Substantial Shareholders						
The Subscriber	389,160,000	51.15	479,160,000	56.32	479,160,000	50.93
Public Shareholders						
Places	–	–	–	–	90,000,000	9.57
Other Public Shareholders	<u>371,670,000</u>	<u>48.85</u>	<u>371,670,000</u>	<u>43.68</u>	<u>371,670,000</u>	<u>39.50</u>
Subtotal	<u>371,670,000</u>	<u>48.85</u>	<u>371,670,000</u>	<u>43.68</u>	<u>461,670,000</u>	<u>49.07</u>
Total	<u>760,830,000</u>	<u>100.00</u>	<u>850,830,000</u>	<u>100.00</u>	<u>940,830,000</u>	<u>100.00</u>

Note: The percentages may not add up to subtotal or total due to rounding.

EQUITY FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company has not conducted any other equity fund raising activities in the past 12 months immediately preceding the Latest Practicable Date.

In particular, the Company has not conducted any rights issue, open offer and/or specific mandate placing 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 such rights issue, open offers and/or specific mandate placings within such 12-month period.

LETTER FROM THE BOARD

The Subscription and the Placing do not result in a theoretical dilution effect of 25% or more on their own. The Subscription and the Placing will potentially result in a theoretical dilution effect (with the meaning ascribed to it in Rule 7.27B of the Listing Rules) of approximately 2.13%, being the discount of the theoretical diluted price (as defined in note 1(a) under Rule 7.27B of the Listing Rules) of approximately HK\$0.4404 to the benchmarked price (as defined in note 1(b) under Rule 7.27B of the Listing Rules) of HK\$0.45.

USE OF PROCEEDS

In order to cope with the financial needs of the Group as mentioned in section headed “Reasons for the Subscription and the Placing” below, the net proceeds from the Subscription and the Placing will be used as below.

Assuming no Placing Shares are placed, the gross proceeds from the Subscription will be HK\$36 million and the net proceeds from the Subscription will be approximately HK\$35.64 million.

Assuming all the Placing Shares are successfully placed, the gross proceeds of the Subscription and the Placing will be in an aggregate of HK\$72 million. The net proceeds of the Subscription and the Placing, after the deduction of the relevant commission and other related expenses, are estimated to be in an aggregate of approximately HK\$70.75 million, which are intended to be used in the following manner:

- (i) approximately HK\$55.00 million will be allocated to the development of the renewable energy business, which has a positive outlook in Hong Kong and the PRC. The Company completed renewable energy construction projects amounted to HK\$95.96 million and HK\$210.32 million in the financial year ended 31 December 2022 and six months ended 30 June 2023, respectively. As at the Latest Practicable Date, the Company has on hand 9 renewable energy construction projects in the PRC with a remaining contract sum of approximately HK\$559.64 million. Considering the cash inflows and progress stages during different phases of the on-hand projects and the expected settlement of the outstanding trade receivables from ongoing projects of the Group, the estimated funds required as at the date of the Subscription Agreement and Placing Agreement were approximately HK\$55.00 million. The Company intends to apply the said proceeds to two engineering, procurement and construction (EPC) projects of the Group, namely a solar power system located in Shandong Province in the PRC and a solar power system located in Jiangxi Province in the PRC. As at the Latest Practicable Date, both projects are about to continue the construction phase and require additional funding to complete the purchase and installation of solar panels, inverters, and other necessary equipment, which is expected to complete within the next six months according to the projects’ construction schedule. Since some projects have not been completed as at the date of Subscription Agreement, Placing Agreement and the Latest Practicable Date, the relevant project fees were not payable to the

LETTER FROM THE BOARD

Group, to ensure sufficient cash flow requirement for the timely completion of both projects, the Company needs to secure additional funding to cover the remaining construction costs. The proceeds will be used to pay for the outstanding costs associated with the solar power systems, including but not limited to the purchase of necessary equipment, materials, labor costs and other miscellaneous cost related to the projects;

- (ii) the remaining HK\$15.75 million will be allocated as general working capital of the Group, which is expected to be used for inter alia (i) payment of salaries and employee benefits of 38 employee as to approximately HK\$9.54 million; and (ii) the remaining of approximately HK\$6.21 million will be used for rental expenses of offices located in Hong Kong and PRC and other miscellaneous expenses.

In the event that the Subscription and/or the Placing does not proceed or the Placing Shares cannot be placed in full, the net proceeds will be allocated for the above proposed uses on a pro rata basis. The Board may consider other fund-raising alternatives to raise funds for the shortfall in the estimated net proceeds of the Subscription and the Placing if necessary depending on the then prevailing circumstances of the Group but there is currently no concrete plan to raise funds for the shortfall via other fund-raising alternatives in the event that the Subscription and/or the Placing does not proceed or the Placing Shares cannot be placed in full.

The net proceeds from the Subscription and the Placing is expected to be used within one year starting from the completion date of the Subscription and the Placing and it is expected that such proceeds can satisfy the funding needs of the Group for the 12 months following completion of the Subscription and the Placing. As at Latest Practicable Date, the Company does not have any plan or intention for other fund raising activities.

REASONS FOR THE SUBSCRIPTION AND THE PLACING

The principal activities of the Group are the provision of construction services which mainly include (i) renewable energy business; (ii) e-commerce business; and (iii) others which mainly include building information modelling services.

As disclosed in the annual report of the Company for the year ended 31 December 2022 and the circular of the Company dated 23 December 2022, the Group strategically discontinued and disposed of the loss-making building construction business through the disposal of Win Win Way Investment Holdings Limited, which was completed on 29 November 2022. Taking into account the potential demand for the construction of the power generation plants and the extensive experience in the renewable energy industry of the Group, the Company decided to cease the building construction business and relocated its internal resources to the renewable energy business.

LETTER FROM THE BOARD

The Directors believe that the renewable energy business has a positive outlook in the PRC and the Company shall further develop its business in this sector. The PRC has pledged to achieve carbon neutrality before 2060 and it is currently the largest producer in renewable energy sources. There will be a continuously growing demand for renewable energy in the region presents significant business opportunities for the Company to further expand its offerings and provide construction services for renewable energy projects. Furthermore, as the costs of renewable energy technologies continue to drop, the renewable energy business becomes increasingly competitive and economically viable that the Directors are of the view that the renewable energy will be supported by the government of PRC in doing more to decrease the amount of pollution from non-renewable energy, and thus there is growth potential of renewable energy business.

The Company is targeting the upcoming renewable energy power generation facilities in buildings and infrastructures in the PRC. The Company is working to partner with governments, real estate developers, and communities seeking to transition to renewable energy. The Company believes that it possesses the competitive advantages in retrofitting renewable energy facilities in existing buildings and overall project management of green buildings for the sustainable power generating parts. Furthermore, the Company was of the view that the experience gained from building construction business can be useful in several ways when transitioning to renewable energy projects of building, such as project management, understanding of building systems, building design and layout, permitting and code compliance, cost estimation and budgeting, quality control and assurance, safety management, stakeholder management, risk management, and sustainability focus.

The size of the Subscription and the Placing was determined by the Company after arm's length negotiation with the Subscriber and the Placing Agent respectively and having taken into account of (i) the proposed use of proceeds as detailed in the section headed "Use of Proceeds" above; (ii) the cash position of the Group (e.g. as at 31 December 2022, the audited cash at bank and in hand was approximately HK\$4.45 million); and (iii) the Board's intention to expand the renewable energy business in the PRC. Given the funding needs to carry out the renewable energy construction projects on hand and the cash position of the Group as at 31 December 2022, the Directors consider that the Subscription and the Placing represent opportunities for the Company to raise further funding to support the Group's continuous development and business growth, which is in the interest of the Company and its Shareholders as a whole. Furthermore, given the current market conditions where the interest rate for debt financing has increased significantly, the Directors consider that the Subscription and the Placing represent a suitable financing option for the Company to raise further funding to support the Group's continuous development and business growth, which is in the interest of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

The Subscriber, who is a controlling shareholder of the Company, is a limited liability company incorporated in the British Virgin Islands and is principally engaged in investment holding. As at the Latest Practicable Date, the Subscriber is owned by Ms. Lin Zhiling as to 44.80%, Dr. Ho as to 22.40%, Mr. Lam Chun Keung as to 22.40%, Mr. Wu as to 7.80% and Everenjoy as to 2.60%. The Subscription reflected the confidence, commitment and support of and by the controlling shareholder of the Company towards the long-term and sustainable development of the Company, and such support of the controlling shareholder of the Company is crucial for long-term development of the Group. The Directors (excluding Mr. Wu, Dr. Ho and Ms. Du who have material interest or conflict of role in the Subscription and the independent non-executive Directors of the Company who will express their view upon the rendering of the advice by the Independent Financial Adviser) are of the view that the terms of the Subscription Agreement are fair and reasonable and the Subscription was under normal commercial terms and in the interest of the Company and its Shareholders as a whole.

Apart from further strengthening the capital base and financial position of the Company, the Placing will also broaden the shareholder base of the Company and improve the liquidity of the Shares. As such, the Directors (including the independent non-executive Directors of the Company) consider that the terms of the Placing Agreement and the transaction contemplated thereunder are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

In respect of the funding needs of the Group, apart from the Placing and the Subscription, the Company had considered other alternative fund raising methods available to the Group such as debt financing, rights issue and open offer. However, debt financing will result in additional interest burden given the significantly higher interest rates compared to previous years. Accordingly, the Company considers that it is prudent to finance the funding needs of the Group in the form of equity which will not increase the Group's finance costs. On the other hand, rights issue or open offer usually involve the issue of listing documents with other application and administrative procedures which is relatively more time consuming and less cost effective. Also, given the current funding size of the Subscription and the Placing and the discount rate of the price of Subscription Shares or Placing Shares to the price of the Shares as at the date of the Subscription Agreement and the Placing Agreement, Shareholders' approval on the possible rights issue or open offer would not be required under the Listing Rules. In that case, the Shareholders would be deprived of the opportunity to vote against the possible rights issue or open offer even though the Shareholders wish to. However, as the Subscription and the Placing are subject to the approval of the Independent Shareholders and Shareholders respectively. The Shareholders can participate at the EGM and the Independent Shareholders and the Shareholders can exercise their rights to vote for or against the Subscription and the Placing respectively.

LETTER FROM THE BOARD

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, the Subscriber is the controlling shareholder of the Company holding 389,160,000 Shares, representing approximately 51.15% of the issued share capital of the Company. Therefore, the Subscriber is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Subscription constitutes a connected transaction for the Company under the Listing Rules and is subject to the reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Dr. Ho and Mr. Wu, being the Directors, have abstained from voting on the Company's board resolution(s) for approving the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate) in view of their interest in the Subscription by being directors and shareholders of the Subscriber. Ms. Du, being one of the Directors and a director of the Subscriber, has also abstained from voting on the Company's board resolution(s) for approving the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate). Save as aforesaid, no other Director has any material interest or conflict of role in the Subscription and was required to abstain from voting.

The Company has established the Independent Board Committee to advise the Independent Shareholders on the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate). The Company has also appointed Lego Corporate Finance Limited as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the same.

The Subscription Shares will be allotted and issued under the Subscription Specific Mandate to be approved by an ordinary resolution to be proposed for passing by the Independent Shareholders at the EGM while the Placing Shares will be allotted and issued under the Placing Specific Mandate to be approved by an ordinary resolution to be proposed for passing by the Shareholders at the EGM.

The Subscription and the Placing will be subject to the approval of the Independent Shareholders and the Shareholders respectively. The EGM will be convened and held for the Independent Shareholders and the Shareholders to consider and, if thought fit, approve the Subscription Agreement and the Placing Agreement and the respective transactions contemplated thereunder (including the grant of the Specific Mandates to allot and issue the Subscription Shares and the Placing Shares) respectively. The Subscriber and its associates, namely Ms. Lin Zhiling, Dr. Ho, Mr. Lam Chun Keung, Mr. Wu and Everenjoy through their interests in the Subscriber are interested in 389,160,000 Shares, representing approximately 51.15% of the issued Shares as at the Latest Practicable Date. The Subscriber and its associates, being connected persons of the Company and having material interests in the Subscription, will abstain from voting on the relevant resolution at the EGM.

LETTER FROM THE BOARD

EGM

Set out on pages EGM-1 to EGM-3 of this circular is a notice convening the EGM to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 5 October 2023 at 10 a.m. at which the relevant resolutions will be proposed to approve the Subscription Agreement and the Placing Agreement (including the grant of the Specific Mandates to allot and issue the Subscription Shares and the Placing Shares). The resolutions proposed to be approved at the EGM will be taken by poll and an announcement on the results of the EGM will be made by the Company after the EGM.

To the best of the Directors' knowledge and belief, having made all reasonable enquiries, as at the Latest Practicable Date, save for the Subscriber and its associates, no other Shareholder was required to abstain from voting on the resolution for approving the Subscription Agreement and the transactions contemplated thereunder at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising Dr. Tang Dajie, Mr. Ng Kwun Wan and Dr. Lin Tat Pang, being all the independent non-executive Directors, has been formed to advise the Independent Shareholders as to the fairness and the reasonableness of the terms of the Subscription Agreement and the grant of the Subscription Specific Mandate and as to how to vote at the EGM.

Lego Corporate Finance Limited has been appointed as Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate).

LETTER FROM THE BOARD

The Independent Board Committee, having taken into account the advice and recommendation of the Independent Financial Adviser, consider that the terms of the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate) are on normal commercial terms which are fair and reasonable so far as the Independent Shareholders are concerned. While the Subscription and the grant of the Subscription Specific Mandate are not in the ordinary and usual course of business of the Group, they are in the interests of the Company and the Shareholders as a whole, and accordingly recommends the Independent Shareholders to vote in favour of the relevant ordinary resolution which will be proposed at the EGM for approving, *inter alia*, the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate).

The text of the letter from the Independent Board Committee is set out on pages 22 to 23 of this circular while the text of the letter from the Independent Financial Adviser containing its advice is set out on pages IFA-1 to IFA-16 of this circular.

RECOMMENDATION

The Board (including members of the Independent Board Committee after considering the advice from the Independent Financial Adviser), having taken into account of the reasons set out in the paragraphs headed “Reasons for the Subscription and the Placing” above and the recommendation of the Independent Financial Adviser on the Subscription, considers that the terms of the Subscription Agreement, the Placing Agreement and the respective transactions contemplated thereunder (including the grant of the Specific Mandates) are on normal commercial terms which are fair and reasonable so far as the Independent Shareholders and Shareholders are respectively concerned and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Independent Shareholders and the Shareholders to vote in favour of the relevant ordinary resolutions which will be proposed at the EGM for approving the Subscription Agreement, the Placing Agreement and the respective transactions contemplated thereunder (including the grant of the Specific Mandates) respectively.

ADDITIONAL INFORMATION

Your attention is drawn to (i) the letter from the Independent Board Committee set out on pages 22 to 23 of this circular which contains its views in relation to the Subscription and the grant of the Subscription Specific Mandate; and (ii) the letter from the Independent Financial Adviser set out on pages IFA-1 to IFA-16 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to the Subscription and the grant of the Subscription Specific Mandate and the principal factors and reasons considered by it in arriving its opinions. Your attention is also drawn to other additional information as set out in the Appendix I to this circular.

LETTER FROM THE BOARD

WARNING OF THE RISKS OF DEALING IN THE SHARES

Completion of the Subscription and the Placing is subject to the satisfaction of the conditions precedent in the Subscription Agreement and the Placing Agreement respectively and therefore, the Subscription and the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By order of the Board
CT Vision S.L. (International) Holdings Limited
Sun Dexin
Executive Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



CT Vision S.L. (International) Holdings Limited

中天順聯(國際)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 994)

19 September 2023

To the Independent Shareholders

Dear Sirs or Madam,

**CONNECTED TRANSACTION
SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE**

We refer to the circular of the Company dated 19 September 2023 (the “**Circular**”) to the Shareholders, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board as members to form the Independent Board Committee and to advise the Independent Shareholders as to whether, in our opinion, the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate) are on normal commercial terms which are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

Lego Corporate Finance Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in these respects. Details of its advice, together with the principal factors and reasons taken into consideration in arriving at such advice, are set out on pages IFA-1 to IFA-16 of the Circular. Your attention is also drawn to the letter from the Board set out on pages 1 to 21 of the Circular and the additional information set out in the Appendix I to this Circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the terms and conditions of the Subscription Agreement and the principal factors and reasons considered by, and the advice and recommendation of the Independent Financial Adviser, we concur with its views and consider that the terms of the Subscription Agreement and the transactions contemplated thereunder are on normal commercial terms although it is not conducted in the ordinary and usual course of business of the Company, and that the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate) are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant ordinary resolution(s) to be proposed at the EGM to approve the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate).

Yours faithfully,
Independent Board Committee of
CT Vision S.L. (International) Holdings Limited

Dr. Tang Dajie
*Independent non-executive
Director*

Mr. Ng Kwun Wan
*Independent non-executive
Director*

Dr. Lin Tat Pang
*Independent non-executive
Director*

LETTER FROM INDEPENDENT FINANCIAL ADVISER

The following is the full text of a letter of advice from Lego Corporate Finance Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscription Agreement and the transaction contemplated thereunder (including the grant of the Subscription Specific Mandate), which has been prepared for the purpose of incorporation into this circular.



19 September 2023

*To the Independent Board Committee and
the Independent Shareholders*

Dear Sirs or Madams,

CONNECTED TRANSACTION SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscription Agreement, details of which are set out in the “Letter from the Board” (the “**Letter from the Board**”) contained in the circular dated 19 September 2023 issued by the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

On 28 July 2023 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 90 million Subscription Shares at the Subscription Price of HK\$0.40 per Subscription Share. The Company also entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed to use all reasonable endeavours to place, on a best effort basis but without any underwriting obligations, a maximum number of 90 million Placing Shares to not less than six Placees at the Placing Price of HK\$0.40 per Placing Share.

As at the Latest Practicable Date, the Subscriber is the controlling shareholder of the Company holding 389,160,000 Shares, representing approximately 51.15% of the issued share capital of the Company. Therefore, the Subscriber is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Subscription constitutes a connected transaction for the Company under the Listing Rules and is subject to the reporting, announcement and Independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

The Subscription Shares to be subscribed under the Subscription Agreement will be allotted and issued pursuant to the Subscription Specific Mandate to be approved and granted to the Directors by the Independent Shareholders at the EGM. The Subscriber and its associates, being connected persons of the Company and having material interests in the Subscription, will abstain from voting on the relevant resolution at the EGM.

The Independent Board Committee comprising Dr. Tang Dajie, Mr. Ng Kwun Wan and Dr. Lin Tat Pang, being all the independent non-executive Directors, has been formed to advise the Independent Shareholders as to the fairness and the reasonableness of the terms of the Subscription Agreement and the grant of the Subscription Specific Mandate and as to how to vote at the EGM. As the Independent Financial Adviser, our role is to give an independent opinion to the Independent Shareholders.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationships with or interests in the Group, the Subscriber, the Directors, substantial shareholders of the Subscriber or any other parties that could reasonably be regarded as relevant to our independence. In the last two years prior to the Latest Practicable Date, there was no engagement between the Company and us. Apart from normal professional fees paid or payable to us in connection with this appointment, no arrangement exists whereby we had received or will receive any fees or benefits from the Company. Accordingly, we consider that we are eligible to give independent advice to the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Subscription Specific Mandate).

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied on (i) the information and facts contained or referred to in the Circular; (ii) the information supplied by the Company and its advisers; (iii) the opinions expressed by and the representations of the Directors and the management of the Company (the “**Management**”); and (iv) our review of the relevant public information. We have assumed that all the information provided and representations and opinions expressed to us or contained or referred to in the Circular were true, accurate and complete in all respects as at the date thereof and may be relied upon. We have also assumed that all statements contained and representations made or referred to in the Circular are true at the time they were made and continue to be true as at the date of the Circular and all such statements of belief, opinions and intention of the Directors and the Management and those as set out or referred to in the Circular were reasonably made after due and careful enquiry. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors, the Management, and/or the advisers of the Group. We have also sought and received confirmation from the Directors that no material facts have been withheld or omitted from the information provided and referred to in the Circular and that all information or representations provided to us by the Directors and the Management are true, accurate, complete and not misleading in all respects at the time they were made and continued to be so until the date of the Circular.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

We consider that we have reviewed the relevant information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out any independent verification of the information provided, representations made or opinion expressed by the Directors and the Management, nor have we conducted any form of in-depth investigation into the business, affairs, operations, financial position or future prospects of the Group or the Subscriber or any of their respective subsidiaries or associates.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our recommendation in respect of the Subscription, we have considered the following principal factors and reasons:

1. Background information of the Group

The Company is mainly engaged in the provision of construction services. It operates its business through three segments. The renewable energy business segment is engaged in the construction projects of renewable energy systems and rental of solar power systems. The e-commerce business segment is engaged in the trading of products online. The others segment is mainly engaged in the building information modelling services.

Set forth below is a summary of the financial information of the Group as extracted from the annual report of the Company for the year ended 31 December 2022 (the “**2022 Annual Report**”).

Consolidated income statement of the Group:

	For the year ended 31 December	
	2021	2022
	HK\$'000	HK\$'000
<i>Continuing operations:</i>		
Revenue	207,144	213,379
Gross profit	24,163	15,089
Loss for the year from continuing operations	(42,308)	(41,497)
<i>Discontinued operations:</i>		
Loss for the year from discontinued operations	(60,742)	(49,487)
Net loss for the year	(103,050)	(90,984)

LETTER FROM INDEPENDENT FINANCIAL ADVISER

Consolidated statement of financial position of the Group:

	As at 31 December	
	2021	2022
	HK\$'000	HK\$'000
Non-current assets	36,508	36,934
Current assets	424,662	294,340
Total assets	461,170	331,274
Non-current liabilities	4,082	5,256
Current liabilities	261,578	230,687
Total liabilities	265,660	235,943
Net assets	195,510	95,331

For the year ended 31 December 2022

The Group's revenue from continuing operations amounted to approximately HK\$213.4 million for the year ended 31 December 2022, representing an increase of approximately HK\$6.2 million or 3.0% as compared to approximately HK\$207.1 million for the year ended 31 December 2021. Such increase in revenue was mainly attributable to the increase in revenue from renewable energy business of approximately HK\$24.6 million partially offset by the decrease in revenue from e-commerce business of approximately HK\$15.7 million. Gross profit from continuing operations of the Group amounted to approximately HK\$15.1 million for the year ended 31 December 2022, representing a decrease of approximately 37.6% as compared to approximately HK\$24.2 million for the year ended 31 December 2021. Such decrease in gross profit was mainly due to the change in revenue mix of the Group, where decrease in e-commerce business contributed higher gross profit margin than renewable energy business of the Group. Net loss of the Group amounted to approximately HK\$91.0 million for the year ended 31 December 2022, representing a decrease of approximately 11.7% as compared to approximately HK\$103.0 million for the year ended 31 December 2021. Net loss from continuing operations of the Group amounted to approximately HK\$41.5 million for the year ended 31 December 2022, which was at the similar level as compared to that of 2021.

As at 31 December 2022

As at 31 December 2022, total assets of the Group amounted to approximately HK\$331.3 million, which mainly comprised of (i) contract assets of approximately HK\$160.5 million; and (ii) trade receivables, deposits and other receivables of approximately HK\$129.4 million. In particular, cash and bank balances of the Group amounted to approximately HK\$4.5 million as at 31 December 2022, representing a decrease of approximately 78.7% as compared to that as at 31 December 2021.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

As at 31 December 2022, total liabilities of the Group amounted to approximately HK\$235.9 million, which mainly comprised of (i) trade and other payables of approximately HK\$201.7 million; (ii) amount due to immediate holding company of approximately HK\$19.2 million; (iii) non-current lease liabilities of approximately HK\$5.3 million; and (iv) current tax liabilities of approximately HK\$5.1 million.

Net assets of the Group amounted to approximately HK\$95.3 million as at 31 December 2022, representing a decrease of approximately 51.2% as compared to approximately HK\$195.5 million as at 31 December 2021.

2. Reasons for and benefits of the Subscription and use of proceeds

According to the Letter from the Board, the renewable energy has a positive outlook in both Hong Kong and the PRC, which makes it an attractive investment opportunity for the Company. The PRC is currently the world leader in electricity production from renewable energy sources, and the country is committed to increasing its renewable energy capacity. Pursuant to the 14th Five Year Plan for Renewable Energy Development (《十四五可再生能源發展規劃》)(the “**Renewable Energy Development Plan**”) promulgated by The National Development and Reform Commission and the other eight government authorities on 1 June 2022, the annual electricity generation from renewable energy in the PRC is expected to reach approximately 3.3 trillion kilowatt hours by 2025, representing an increase of approximately 50% as compared to that of 2020. During the 14th Five-Year Plan period, China’s incremental renewable energy generation will account for more than 50% of the total incremental electricity consumption, and the generations of wind and solar power generation will double. The implementation of the carbon peak and carbon neutrality (the “**Dual Carbon**”) goal and the confirmation of development of a new power system with new energy as the mainstay signify a real explosion of the new energy industry. In response to the Dual Carbon targets, the State Council has issued the Working Guidance for Carbon Dioxide Peaking and Carbon Neutrality in Full and Faithful Implementation of the New Development Philosophy (《關於完整準確全面貫徹新發展理念做好碳達峰碳中和工作的意見》), provinces have also introduced various incentive policies, which, coupled with the continued reduction in the cost of wind power and PV power, signifying a new wave of growth in the new energy industry.

It is expected that more renewable energy power generation plants will be established following the promulgation of the Renewable Energy Development Plan. Taking into account the potential demand for the construction of the aforementioned power generation plants and the extensive experience of the Group in the renewable energy industry, it is anticipated that the Renewable Energy Development Plan will drive the growth of the renewable energy business and bring more business opportunities to the renewable energy construction projects of the Group. However, the expected energy transformation and Dual Carbon targets still rely on policy guidance, and while competition intensifies, risks of profit deterioration must also be prevented.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

According to the Letter from the Board, the Company completed renewable energy construction projects amounted to approximately HK\$210.32 million as at 30 June 2023. As at the Latest Practicable Date, the Group has nine renewable energy construction projects in the PRC on hand with a remaining contract sum of approximately HK\$559.64 million. Upon the completion of the Subscription and the Placing, the gross proceeds will be in aggregate of HK\$72 million. The net proceeds, after the deduction of the relevant commission and other related expenses, are estimated to be in an aggregate of approximately HK\$70.75 million, which are intended to be used in the manner of (i) approximately HK\$55.0 million will be allocated to the development of the renewable energy business of the Group; and (ii) approximately HK\$15.75 million will be allocated as general working capital including the staff costs and rental expenses of the Group.

We have discussed with the Management and given to understand that, two engineering, procurement and construction (EPC) projects of the Group of the solar power systems located in Shandong Province and Jiangxi Province in the PRC, respectively, which are about to continue the construction phase and are expected to be completed within the next 12-month period according to the projects' construction schedule. In order to ensure sufficient cashflow requirement for the timely completion of both projects, the Company needs to secure additional funding to cover the remaining construction costs and to complete the purchase and installation of solar panels, inverters, and other necessary equipment, etc. In this regard, we have obtained and reviewed the EPC contracts and construction schedules of the two EPC projects illustrating the expected completion dates, the capital commitments and expected cash inflow on settlement based on the stage of completion of respective EPC projects. It is noted that (i) both projects are expected to be completed on or before 30 June 2024; and (ii) the allocated amount of net proceeds of HK\$55.0 million is sufficient to finance the two EPC projects.

Having considered (i) the Subscription is able to satisfy the immediate funding needs of the Group in order to complete the construction works of the aforementioned projects; (ii) the relatively low cash position of the Group of approximately HK\$4.5 million as at 31 December 2022 which is insufficient to finance the aforementioned projects and to satisfy the working capital requirement of the Group; and (iii) the aforementioned projects are in line with the development plan of the Group which are supported by favourable government policies, the Directors are of the view and we concur that, the Subscription is in the interest of the Company and the Shareholders as a whole.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

3. The Subscription

The Subscription Agreement

Date: 28 July 2023 (after trading hours)

Issuer: The Company

Subscriber: CT Vision Investment Limited, the controlling Shareholder

The Subscription Shares

Pursuant to the terms of the Subscription Agreement, the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 90 million Subscription Shares at the Subscription Price of HK\$0.40 per Subscription Share.

Assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the completion of the Subscription, the Subscription Shares represent:

- (i) approximately 11.83% of the existing issued share capital of the Company as at the Latest Practicable Date;
- (ii) approximately 10.58% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares (assuming the Placing does not proceed); and
- (iii) approximately 9.57% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares and the Placing Shares.

The Subscription Price

The Subscription Price for the Subscription Shares is HK\$0.40 per Subscription Share and represents:

- (i) a discount of approximately 11.11% to the closing price of HK\$0.45 per Share as quoted on the Stock Exchange on 28 July 2023, being the date of the Subscription Agreement;
- (ii) a discount of approximately 10.31% to the average closing price of HK\$0.446 per Share as quoted on the Stock Exchange for the five trading days immediately prior to the date of the Subscription Agreement;

LETTER FROM INDEPENDENT FINANCIAL ADVISER

- (iii) a discount of approximately 11.31% to the average closing price of HK\$0.451 per Share as quoted on the Stock Exchange for the ten trading days immediately prior to the date of the Subscription Agreement;
- (iv) a discount of approximately 20.63% to the average closing price of HK\$0.504 per Share as quoted on the Stock Exchange for the thirty trading days immediately prior to the date of the Subscription Agreement;
- (v) a discount of approximately 3.60% to the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (vi) a premium of approximately 219.23% over the audited consolidated net asset value of approximately HK\$0.1253 per Share as at 31 December 2022 (based on the audited consolidated statement of financial position of the Company as at 31 December 2022 and the number of Shares in issue as at the Latest Practicable Date).

The aggregate Subscription Price will be payable by the Subscriber in cash upon completion of the Subscription Agreement.

Conditions of the Subscription

The Subscription Agreement is conditional upon the following conditions being fulfilled:

- (i) the passing of the necessary resolution(s) at the EGM by the Independent Shareholders in accordance with the Listing Rules to approve the Subscription Agreement and the transactions contemplated thereunder, including the grant of the Subscription Specific Mandate and the allotment and issue of the Subscription Shares; and
- (ii) the Stock Exchange granting and not having withdrawn or revoked approval for the listing of, and permission to deal in the Subscription Shares prior to settlement of the Subscription Shares.

If any of the conditions precedent set out above (which are not waivable) is not fulfilled on or before 31 December 2023 (or such other date as may be agreed between the Company and the Subscriber in writing), all rights and obligations of the parties of the Subscription Agreement (save for certain clauses of the Subscription Agreement) shall cease and terminate and none of the parties thereto shall have any claim against the others in respect of the Subscription Agreement (save for any antecedent breaches thereof).

LETTER FROM INDEPENDENT FINANCIAL ADVISER

Lock-up Restriction

The Subscriber undertakes to the Company (and its successors and assigns) that, within 12 months after completion of the Subscription, it shall not, directly or indirectly:

- (i) transfer or dispose of, nor enter into any agreements to transfer or dispose of or otherwise create any options, rights, interests or encumbrances in respect of any of the Subscription Shares or any interest in such Subscription Shares (which includes any interest in a company which holds the Subscription Shares) or securities that constitute or confer the right to receive the Subscription Shares or securities convertible into or exercisable or exchangeable for or repayable with the Subscription Shares;
- (ii) enter into a swap agreement or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the ownership of the Subscription Shares, whether any such swap agreement or other agreement or transaction is to be settled by delivery of the Subscription Shares or the securities, in cash or otherwise; or
- (iii) agree (conditionally or unconditionally) to enter into or effect any transaction with the same economic effect as any of the transactions referred to in paragraphs (i) and/or (ii) above.

However, the above lock-up restrictions shall not apply to a transfer of the Subscription Shares (or the interest therein) to any wholly-owned subsidiary of the Subscriber.

Subscription Specific Mandate to issue the Subscription Shares

The Subscription Shares will be allotted and issued pursuant to the Subscription Specific Mandate to be sought from the Independent Shareholders at the EGM. The Subscription Specific Mandate, if approved, will be valid until the completion of the Subscription or termination of the Subscription Agreement.

Please refer to the section headed “The Subscription” in the Letter from the Board for details of the terms of the Subscription Agreement.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

4. Analyses of the Subscription

Comparable transactions analysis

In assessing whether the Subscription Price is fair and reasonable, we have carried out a comparable analysis on issue of new shares under specific mandates by companies listed on the Stock Exchange (the “**Comparable Subscriptions**”), based on the criteria that (i) the subscriptions were initially announced during the six-month period prior to the date of the Subscription Agreement (i.e. from 29 January 2023 to 28 July 2023; (ii) the shares were subscribed by connected person(s) of respective listed issuers; (iii) were mainly issued for financing purpose instead of a mean of consideration in relation to transactions such as acquisitions; and (iv) the companies are listed on the Main Board of the Stock Exchange.

Based on the aforesaid criteria, we have identified an exhaustive list of six Comparable Subscriptions which we consider that (i) adequately cover the prevailing Hong Kong capital market conditions and sentiments of approximately six months prior to the date of Announcement; (ii) provide a meaningful reference on general market practice conducted under a similar market conditions; and (iii) allow the Independent Shareholders to assess the fairness and reasonableness of the Subscription Price with a general reference of companies listed on the Main Board of the Stock Exchange. Hence, we consider the Comparable Subscriptions and the six-month period set an appropriate basis for our analysis and that the Comparable Subscriptions are considered fair, sufficient and representative to illustrate the recent trend and terms under common market practice.

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Nonetheless, Shareholders or potential investors should note that the business, operations and financial performance of the listed issuers of the Comparable Subscriptions are not the same as the Company, and we have not conducted any in-depth investigation into the business and operations of respective listed issuers.

Date of initial announcement	Company Name	Stock Code	Market Capitalisation as at the date of respective last trading day		Net proceeds received (Note 2) (HK\$ million)	Premium/ (Discount) of subscription price over/ (to) the closing price per share on the date of respective subscription agreement/ last trading day (Approx. %)	Premium/ (Discount) of subscription price over/ (to) the average closing price per share for last 5 consecutive trading days immediately prior to/including the date of respective subscription agreements (Approx. %)	Premium/ (Discount) of subscription price over/ (to) the average closing price per share for last 10 consecutive trading days immediately prior to/including the date of respective subscription agreements (Approx. %)	Premium/ (Discount) of subscription price over/ (to) the average closing price per share for last 30 consecutive trading days immediately prior to/including the date of respective subscription agreements (Approx. %)	Lock-up restriction (Y/N)	
			Subscription Price (HK\$) (Note 1) (HK\$ million)	Market Capitalisation (Note 1) (HK\$ million)		(Approx. %)	(Approx. %)	(Approx. %)			
26 July 2023	Applied Development Holdings Limited	519	0.068	205.42	36.56	(17.07)	(19.24)	(19.81) (Note 3)	(20.44) (Note 3)	Y	
10 July 2023	NVC International Holdings Limited (Note 4)	2222	0.083	300.14	69.70	16.90	23.88	22.06 (Note 3)	23.39 (Note 3)	N	
10 July 2023	Summi Holdings Limited	756	0.067	168.87	74.71	(9.46)	(9.46)	(9.70)	(9.01) (Note 3)	N	
4 July 2023	China Ruyi Holdings Limited	136	1.6	19,409.02	4000.00	(17.53)	(16.67)	(15.79)	(12.09) (Note 3)	N	
28 April 2023	Energy International Investments Holdings Limited	353	0.416	31.70	146.80	(5.45)	(8.37)	(7.56)	(32.25) (Note 3)	Y	
26 April 2023	New Huo Technology Holdings	1611	2.08	710.61	325.00	(9.57)	(11.79)	(14.82) (Note 3)	(9.2) (Note 3)	N	
Market range (excluding outlier) (Note 4)											
						Average	(11.82)	(13.11)	(13.54)	(16.60)	
						Maximum	(17.53)	(19.24)	(19.81)	(32.25)	
						Minimum	(5.45)	(8.37)	(7.56)	(9.01)	
						Median	(9.57)	(11.79)	(14.82)	(12.09)	
						The Company	(11.11)	(10.31)	(11.31)	(20.63)	Y

Source: The website of the Stock Exchange

Notes:

- The figures of market capitalisation are calculated by the closing share price per share of the respective company on the last trading day multiplied by the issued shares as at the last trading day.
- The figures of net proceeds received are referenced to the figures as disclosed in the respective subscription announcements.
- This information is not disclosed in the relevant announcement/circular of this Comparable. For illustrative purpose, the figure is calculated based on the public information from the website of the Stock Exchange.
- NVC International Holdings Limited (2222.HK) is excluded as outlier of the Comparable Subscriptions as it represents exceptional premium.

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According to table above, the subscription price of the Comparable Subscriptions (excluding outlier) ranged from a discount of approximately 5.45% to a discount of approximately 17.53% of the respective closing price per share on the date of respective subscription agreements/last trading day (the “**Last Day Market Range**”). The Subscription Price of HK\$0.4 per Subscription Share represents a discount of approximately 11.11% to the closing price of the Shares as at the date of the Subscription Agreement falls within the Last Day Market Range and is comparable to respective average discount of approximately 11.82%.

According to the table above, the subscription price of the Comparable Subscriptions (excluding outlier) ranged from a discount of approximately 8.37% to a discount of approximately 19.24% of the respective average closing price per share for last five consecutive trading days immediately prior to/including the date of respective subscriptions (the “**5-Day Market Range**”). The Subscription Price of HK\$0.4 per Subscription Share represents a discount of approximately 10.31% to the average closing price of the Share as quoted on the Stock Exchange for last five consecutive trading days immediately prior to the date of the Subscription Agreement falls within the 5-Day Market Range and is below respective average discount of approximately 13.11%.

According to the table above, the subscription price of the Comparable Subscriptions (excluding outlier) ranged from a discount of approximately 7.56% to a discount of approximately 19.81% of the respective average closing price per share for last ten consecutive trading days immediately prior to/including the date of respective subscriptions (the “**10-Day Market Range**”). The Subscription Price of HK\$0.4 per Subscription Share represents a discount of approximately 11.31% to the average closing price of the Share as quoted on the Stock Exchange for last ten consecutive trading days immediately prior to the date of the Subscription Agreement falls within the 10-Day Market Range and is below respective average discount of approximately 13.54%

According to the table above, the Subscription price of the Comparable Subscriptions (excluding outlier) ranged from a discount of approximately 9.01% to a discount of approximately 32.25% of the respective average closing price per share for last thirty consecutive trading days immediately prior to/including the date of respective subscriptions (the “**30-Day Market Range**”). Although, the Subscription Price of HK\$0.4 per Subscription Share represents a discount of approximately 20.63% to the average closing price of the Share as quoted on the Stock Exchange for last thirty consecutive trading days immediately prior to the date of the Subscription Agreement is above the average discount of the 30-Day Market Range approximately 16.60%, it yet falls within the 30-Day Market Range.

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In addition, we are of the view that the lock-up restriction pursuant to the Subscription Agreement as undertaken by the Subscriber that, among others, it shall not transfer or dispose of, nor enter into any agreements to transfer any of the Subscription Shares for a period of 12 months after the completion of the Subscription, which restrain any immediate financial gain of the Subscriber through the discount represented by the Subscription Price and such lock-up restriction is not uncommon in the market. For details of the lock-up restrictions, please refer to the section headed “3. The Subscription – Lock-up Restriction” above.

Based on the foregoing, we are of the view that the terms of the Subscription Agreement (including the Subscription Price) are on normal commercial terms and fair and reasonable so far as the Independent Shareholders are concerned.

Historical Share price performance

Set out below is a chart showing the historical daily closing prices of the Share as quoted on the Stock Exchange for the period from 29 July 2022 to 28 July 2023 (the “**Review Period**”), being a 12-month period prior to the date of the Subscription Agreement which we consider to be reasonably adequate enough to illustrate the relationship between the historical trend of the closing prices of the Share and the Subscription Price:



Source: The website of the Stock Exchange

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As illustrated in the chart above, during the Review Period, the Shares traded between a range of HK\$0.4 per Share on 6 June 2023 and HK\$1.89 on 8 August 2022 with an average closing price per Share of approximately HK\$1.03 per Share. The Subscription Price (i) equates to the lowest closing price per Share (i.e. HK\$0.40); (ii) represents a discount of approximately 61.17% to the average closing price per Share (i.e. HK\$1.03); and (iii) represents a discount of approximately 78.84% to the highest closing price per Share (i.e. HK\$1.89). Independent Shareholders should however note that the trend of closing prices of the Share has been in a decreasing movement, and the closing price per Share has been fluctuating around the Subscription Price (i.e. HK\$0.40) since May 2023. We have enquired the Directors regarding the movements in the Share price during the Review Period, in particular in October and November 2022, and we are advised by the Directors that they are not aware of any other specific reason nor event which may be related to the aforesaid movements.

Nonetheless, despite the Shares were mostly trading at above the Subscription Price during the Review Period, having considered (i) it is uncertain as to whether the downward trend in the Share price during the Review Period will continue; (ii) the financial performance of the Group and the immediate funding needs on two EPC projects as previously discussed; and (iii) the discounts of the Subscription Price are justifiable as compared to respective market range of the Comparable Subscriptions, we are of the view that the determination of the Subscription Price of HK\$0.40 per Subscription Share is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

5. Financing alternatives

Based on our understanding from the Management, the Company had considered other fund raising alternatives available to the Group, such as debt financing and equity financing. Debt financing normally requires a longer negotiation and processing time. According to annual report of the Company for the year ended 31 December 2022, net loss of the Group amounted to approximately HK\$91.0 million, having considered the high interest rate environment, additional finance costs will result additional burden to the Group and further impact to the financial results of the Group. In such regard, the Management are of the view and we concur that, the debt financing lenders would likely to impose high interest rate with more stringent terms and conditions on the potential debts which may further impact to the financials performance and affect the flexibility on its operations of the Group.

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With respect to the equity financing alternatives, such as rights issue or open offer which is expected to be offered to all Shareholders and would be able to maintain their shareholding in the Company on a pro rata basis. However, having considered the prevailing market sentiment and financial performance of the Company, the Management is of the view and we concur that, the level of participation for the possible rights issue or open offer would not be optimistic. Moreover, as the rights issue or open offer involve the issue of listing documents, the engagement of additional professional parties (including legal advisers, reporting accountants, share registers, financial printing service provider etc.), and other additional application and administrative procedures, where more time and costs would be incurred as compared to the Subscription.

In addition, we are of the view that the Subscription is subject to the approval of the Independent Shareholders, would provide a fair chance for the Independent Shareholders to consider the proposed Subscription.

Based on the foregoing and in view of (i) the reasons and benefits of the Subscription as mentioned above; (ii) the lengthy negotiation process and additional financial burden from the possible debt financing; (iii) the lengthy processing time and additional costs that could be incurred by the Group in conducting rights issue or open offer; (iv) the level of participation for the possible rights issue or open offer would not be optimistic; and (v) the Subscription demonstrates the controlling Shareholder's confidence and commitment to the prospect of the Company, we concur the view of the Directors that the Subscription is an appropriate means of fund raising for the Company at the moment and is in the interests of the Company and the Shareholders as a whole.

6. Possible dilution effect on the shareholding interests of the public Shareholders

According to the Letter from the Board, the Company has not conducted any other equity fund raising activities in the past 12 months immediately preceding the Latest Practicable Date. In particular, the Company has not conducted any rights issue, open offer and/or specific mandate placing 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 such rights issue, open offers and/or specific mandate placings within such 12-month period.

With reference to the shareholding table as disclosed in the Letter from the Board, the shareholding interests of the public Shareholders would be diluted by approximately 5.17 percentage points immediately after the completion of the Subscription (assuming the Placing does not proceed). In addition, according to the Directors, the Subscription would not result in a theoretical dilution effect of 25% or more (with the meaning ascribed to it in Rule 7.27B of the Listing Rules).

LETTER FROM INDEPENDENT FINANCIAL ADVISER

Taking into account (i) the reasons for and benefits of the Subscription as aforementioned; and (ii) the terms of Subscription Agreement (including the Subscription Price) are fair and reasonable, we are of the view that the aforesaid dilution is acceptable.

RECOMMENDATION

Having considered the above principal factors and reasons, we are of the opinion that although the Subscription is not conducted in the ordinary and usual course of business of the Group, (i) the terms of the Subscription Agreement (including the Subscription Price) are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the Subscription is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders, and we advise the Independent Shareholders, to vote in favor of the relevant resolution(s) to be proposed at the EGM for approving the Subscription Agreement and the transaction contemplated thereunder (including the grant of the Subscription Specific Mandate).

Yours faithfully,
For and on behalf of
Lego Corporate Finance Limited
Joshua Liu
Managing Director

Mr. Joshua Liu is a licensed person registered with the Securities and Futures Commission and a responsible officer of Lego Corporate Finance Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has over 25 years of experience in the securities and investment banking industries.

1. RESPONSIBILITY STATEMENT

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

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date and (ii) upon completion of the Subscription and the Placing (assuming that (a) there will be no change in the share capital of the Company from the Latest Practicable Date and up to the completion of the Subscription and the Placing (other than as a result of the allotment and issue of the Subscription Shares and the Placing Shares), and (b) all the Placing Shares are successfully placed) are set out below:

Authorised share capital	Nominal value
<u>1,560,000,000</u> Shares	<u>HK\$15,600,000.00</u>
 Issued and fully paid or credited as fully paid	
760,830,000 Shares in issue as at the Latest Practicable Date	7,608,300
90,000,000 Subscription Shares	900,000
<u>90,000,000</u> Placing Shares	<u>900,000</u>
 <u>940,830,000</u> Shares in issue immediately upon completion of the Subscription and the Placing	 <u>9,408,300</u>

All the Subscription Shares and the Placing Shares, when issued and fully paid, shall rank *pari passu* among themselves and with the Shares then in issue.

3. DISCLOSURE OF INTERESTS

(a) Interest of Directors and Chief Executive in the Company

As at the Latest Practicable Date, the interests and short positions, if any, 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 (a) 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 the Directors and chief executive were taken or deemed to have under such provisions of the SFO), or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the “**Model Code**”) were as follows:

Long positions in the shares of associated corporation of the Company

Name of Directors	Name of associated corporation	Capacity/ nature of interest	Total interests	Approximate Percentage
Dr. Ho	CT Vision Investment	Beneficial owner	448,000	22.4%
Mr. Wu	CT Vision Investment	Beneficial owner	156,000	7.8%

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) 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 the Directors and chief executive were taken or deemed to have under such provisions of the SFO), or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed in this circular, as at the Latest Practicable Date, none of the other Directors or proposed Director was a director or employee of a company which had an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

(b) Substantial Shareholders

So far as was known to the Directors, as at the Latest Practicable Date, the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name of Shareholders	Capacity/ Nature of interest	Number of Shares held	Percentage of shareholding in the Company
CT Vision Investment (<i>Note 1</i>)	Beneficial owner	389,160,000	51.15%
Ms. Lin Zhiling (<i>Note 1</i>)	Interest in a controlled corporation	389,160,000	51.15%
Condover Assets Limited ("Condover Assets")	Beneficial interest	53,236,000	6.99%
Dr. Kan Hou Sek, Jim ("Dr. Kan") (<i>Note 2</i>)	Interest in a controlled corporation	53,236,000	6.99%
Mr. Lee Sai Man ("Mr. Lee") (<i>Note 3</i>)	Interest in a controlled corporation	53,236,000	6.99%
Mr. Wong Siu Kwai (<i>Note 4</i>)	Interest in a controlled corporation	53,236,000	6.99%
Ms. Poon Man Yee (<i>Note 5</i>)	Interest of spouse	53,236,000	6.99%
Ms. Sheba Kishinchand Daswani (<i>Note 6</i>)	Interest of spouse	53,236,000	6.99%
Ms. Ho Lai Kuen (<i>Note 7</i>)	Interest of spouse	53,236,000	6.99%

Notes:

- Ms. Lin Zhiling beneficially owns 44.80% of the issued share capital of CT Vision Investment. Therefore, Ms. Lin Zhiling is deemed, or taken to be, interested in all the Shares held by CT Vision Investment for the purpose of the SFO.
- Dr. Kan beneficially owns 33 $\frac{1}{3}$ % of the issued share capital of Condover Assets. Therefore, Dr. Kan is deemed, or taken to be, interested in all the Shares held by Condover Assets for the purpose of the SFO.

3. Mr. Lee beneficially owns 33¹/₃% of the issued share capital of Condoover Assets. Therefore, Mr. Lee is deemed, or taken to be, interested in all the Shares held by Condoover Assets for the purpose of the SFO.
4. Mr. Wong Siu Kwai beneficially owns 33¹/₃% of the issued share capital of Condoover Assets. Therefore, Mr. Wong Siu Kwai is deemed, or taken to be, interested in all the Shares held by Condoover Assets for the purpose of the SFO.
5. Ms. Poon Man Yee is the spouse of Dr. Kan. Accordingly, Ms. Poon Man Yee is deemed, or taken to be, interested in all the Shares in which Dr. Kan is interested for the purpose of the SFO.
6. Ms. Sheba Kishinchand Daswani is the spouse of Mr. Lee. Accordingly, Ms. Sheba Kishinchand Daswani is deemed, or taken to be, interested in all the Shares in which Mr. Lee is interested for the purpose of the SFO.
7. Ms. Ho Lai Kuen is the spouse of Mr. Wong Siu Kwai. Accordingly, Ms. Ho Lai Kuen is deemed, or taken to be, interested in all the Shares in which Mr. Wong Siu Kwai is interested for the purpose of the SFO.

Save as disclosed above, the Directors are not aware of any other persons or companies (other than the Directors and the Chief Executive) who/which had interests or short positions in the shares or underlying shares of the Company, which would fall to be disclosed under the provision of Division 2 and 3 of Part XV of the SFO or were required to be entered in the register required to be kept by the Company under section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or was proposing to enter into a service contract with any member of the Group which does not expire or is not terminable by such member of the Group within one year without payment of compensation (other than statutory compensation).

5. DIRECTORS' INTEREST IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors and their respective associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules.

6. DIRECTORS' INTEREST IN ASSETS

As at the Latest Practicable Date, none of the Directors had any interest, directly or indirectly, in any asset which have been, since 31 December 2022, being the date to which the latest published audited financial statements of the Group were made up, acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group.

7. DIRECTORS' INTEREST IN CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, none of the Directors had any interest, directly or indirectly, in any contract or arrangement subsisting which is significant in relation to the business of the Group.

8. MATERIAL LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries were engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

9. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there was no material adverse change in the financial or trading position of the Group since 31 December 2022, the date to which the latest published audited financial statements of the Company were made up.

10. EXPERTS AND CONSENTS

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

Name	Qualification
Lego Corporate Finance Limited	Independent Financial Adviser

As at the Latest Practicable Date, the independent financial adviser has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter and/or reference to its name, in the form and context in which they appear.

As at the Latest Practicable Date, the independent financial adviser did not have any shareholdings in the share capital of any member of the Group nor had any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for the securities in any member of the Group.

As at the Latest Practicable Date, the Independent Financial Adviser had not had any direct or indirect interests in any assets which have been, since 31 December 2022 (being the date to which the latest published audited financial statements of the Company were made up), acquired or disposed of by or leased to any member of the Group, or which are proposed to be acquired or disposed of by or leased to any member of the Group.

11. MATERIAL CONTRACTS

The following contracts (not entered into in the ordinary course of business), which are or may be material, have been entered into by the Group within the two years immediately preceding the issue of this circular:

- (i) On 2 November 2021, Win Win Way Construction Co., Limited (“**Win Win Way**”) and Well Famous International Investment Limited (“**Well Famous**”) entered into a deed of termination with immediate effect to terminate the agreement dated 23 August 2021 in relation to the assignment and novation of all rights, titles, interests, benefits, covenants, liabilities, duties and obligations of Win Win Way respect of the construction project in Saipan (“**Saipan Project**”) and the sub-contracts and/or contracts for supply of goods associated with the Saipan Project to Well Famous at the consideration of HK\$179,584,366. (the “**Termination Deed**”). With effect from the date of the Termination Deed, each of Win Win Way and Well Famous shall be fully released and discharged forthwith from their respective outstanding obligations (if any) under the Agreement and each of them has no further obligations or rights or any claims against the other under the Agreement;
- (ii) On 7 January 2022, Win Win Way, Dr. Kan, Mr. Lee, and Win Win Way Investment Limited entered into a formal deed of agreement, pursuant to which each of Dr. Kan, Mr. Lee and Win Win Way Investment Limited jointly and severally agree to provide certain security in favour of Win Win Way for the due performance of the repayment obligation of Honest Profit International Limited of an outstanding amount of HK\$179,584,366 under a proposed settlement schedule;
- (iii) On 29 November 2022, the Company (as vendor) and Fame Rich Capital Investment Limited (“**Fame Rich**”) (as purchaser) entered into a sale and purchase agreement, pursuant to which, the Company shall dispose the entire issued capital of Win Win Way Investment Holdings Limited to Fame Rich, and assign and transfer of the indebtedness in favour of Fame Rich at the consideration of HK\$56,436,592;
- (iv) the Subscription Agreement; and
- (v) the Placing Agreement.

Save as disclosed above, no material contracts (not entered into in the ordinary course of business) have been entered into by the Company or any other its subsidiaries within two years immediately preceding the date of this circular.

12. MISCELLANEOUS

- (i) The company secretary of the Company is Mr. Lo Chun Man, who obtained the Degree of Master of Science in Professional Accountancy from University of London and Degree of Bachelor of Arts (Honours) in Accountancy from The Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.
- (ii) The head office and principal place of business of the Company is at Room Nos. 808-814, 8th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong.
- (iii) The Hong Kong branch share registrar and transfer office of the Company is Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.
- (iv) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text thereof.

13. DOCUMENTS ON DISPLAY

Copies of the following documents are available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ctvision994.com) in accordance with the Listing Rules from the date of this circular and up to and including the date of the EGM:

- (i) the Subscription Agreement;
- (ii) the Placing Agreement; and
- (iii) the written consent of expert referred to in the paragraph headed “10. EXPERTS AND CONSENTS” in this Appendix.

NOTICE OF EGM



CT Vision S.L. (International) Holdings Limited

中天順聯(國際)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 994)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of CT Vision S.L. (International) Holdings Limited (the “**Company**”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 5 October 2023 at 10 a.m. for the purpose of consideration and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. THE SUBSCRIPTION

“THAT:

- (a) the subscription agreement dated 28 July 2023 (the “**Subscription Agreement**”) entered into between the Company and CT Vision Investment Limited (the “**Subscriber**”) (a copy of the Subscription Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) in relation to the subscription of 90 million new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Subscription Shares**”) by the Subscriber at the subscription price of HK\$0.40 per Subscription Share and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting and not having withdrawn or revoked the approval for the listing of, and permission to deal in the Subscription Shares prior to settlement of the Subscription Shares, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue the Subscription Shares in accordance with the terms of the Subscription Agreement, provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and

NOTICE OF EGM

- (c) any one of the Directors be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Subscription Agreement and the transaction contemplated thereunder, including, without limitation, the allotment and issue of the Subscription Shares under the relevant specific mandate.”

2. THE PLACING

“**THAT:**

- (a) the placing agreement dated 28 July 2023 (the “**Placing Agreement**”) entered into between the Company and Emperor Securities Limited (the “**Placing Agent**”) as placing agent (a copy of Placing Agreement has been provided to the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose) in relation to a placing of up to 90 million new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Placing Shares**”) to independent placees (the “**Placees**”) at the placing price of HK\$0.40 per Placing Share and the transaction contemplated thereunder (the “**Placing**”) be and hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange having granted or agreeing to grant and not subsequently revoked prior to completion of the Placing the approval for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange, the Directors be and are hereby granted a specific mandate to allot and issue the Placing Shares in accordance with the terms of the Placing Agreement, provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one of the Directors be and is hereby authorized to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Placing Agreement and the transaction contemplated thereunder, including without limitation, the allotment and issue of the Placing Shares under the relevant specific mandate.”

By order of the board of
CT Vision S.L. (International) Holdings Limited
Sun Dexin
Executive Director

Hong Kong, 19 September 2023

NOTICE OF EGM

Registered Office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business in Hong Kong:

Room Nos. 808-814, 8th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai, Hong Kong

Notes:

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the EGM (or at any adjournment thereof) shall be entitled to appoint another person as his proxy to attend and vote instead of him. The Member who is holder of two or more shares of the Company may appoint more than one proxy to represent him on vote on his behalf at the EGM. A proxy need not be the Member but must attend the EGM in person to represent you.
- (2) Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
- (3) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority), and transfer office must be deposited at Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of the Company, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
- (4) Completion and return of the form of proxy will not preclude members from subsequently attending and voting in person at the EGM or at any adjournment thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoke.
- (5) The registers of members of the Company will be closed from Wednesday, 4 October 2023 to Thursday, 5 October 2023 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Boardroom Share Registrars (HK) Limited at the same address stated in above Note 3 not later than 4:30 p.m. on Tuesday, 3 October 2023.
- (6) The resolutions set out in this notice shall be voted on by way of poll.
- (7) Shareholders are advised to read the circular of the Company dated 19 September 2023 which contains information concerning the resolutions to be proposed in the EGM.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Wu Rui, Mr. Guo Jianfeng and Mr. Sun Dexin, three non-executive Directors, namely Ms. Du Yi, Mr. Lu Qiwei and Dr. Ho Chun Kit Gregory, and three independent non-executive Directors, namely Dr. Tang Dajie, Mr. Ng Kwun Wan and Dr. Lin Tat Pang.