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## THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Teamway International Group Holdings Limited**, you should at once hand this Prospectus to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed “15. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus, has been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

Distribution of this Prospectus into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of this Prospectus (including, without limitation, agents, custodians, nominees and trustees) should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction for which the Company will not accept any liability. In particular, subject to certain exceptions as determined by the Company, this Prospectus and the PAL should not be distributed, forwarded to or transmitted in, into or from any jurisdiction where such release or distribution might be unlawful.

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

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**TEAMWAY**  
International Group Holdings Limited

## TEAMWAY INTERNATIONAL GROUP HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 01239)**

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

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

The Rights Issue is on a non-underwritten basis. Pursuant to the Company’s constitutional documents, the applicable laws in Hong Kong and the Cayman Islands and the Listing Rules, there is no requirement for a minimum subscription level in respect of the Rights Issue. Nevertheless, the Rights Issue is subject to fulfilment of the conditions of the Rights Issue as set out in the section headed “Letter from the Board — Conditions of the Rights Issue” in this Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be Monday, 27 May 2024). If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

Dealings in the Shares have been on dealt in an ex-rights basis from Friday, 5 April 2024. Dealings in the Rights Shares in their nil-paid form will take place from Thursday, 18 April 2024 to Thursday, 25 April 2024 (both dates inclusive).

Any Shareholders or other persons contemplating selling or purchasing Shares and/or Rights Shares in their nil-paid form up to the latest time when the conditions of the Rights Issue are fulfilled (which is currently expected to be 5:00 p.m. on Tuesday, 28 May 2024) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares and/or the nil-paid Rights Shares, and if they are in any doubt about their position, they are recommended to consult their professional advisers.

The Latest Time for Acceptance of and payment for the Rights Shares is 4:00 p.m. on Tuesday, 30 April 2024. The procedures for acceptance and payment and/or transfer are set out on pages 17 to 19 of this prospectus.

16 April 2024

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## EXPECTED TIMETABLE

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*Set out below is the expected timetable for the Rights Issue which is for indicative purposes only and is subject to change. All times and dates in this prospectus refer to Hong Kong local times and dates. It has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled. The expected timetable is subject to change and further announcement(s) will be made by the Company should there be any changes to the expected timetable:*

<b>Events</b>	<b>Date and Time</b>
Despatch date of the Prospectus Documents (including the PAL and the Prospectus), and in case of the Non-Qualifying Shareholders, the Prospectus only . . . . .	Tuesday, 16 April 2024
First day of dealings in nil-paid Rights Shares . . . . .	Thursday, 18 April 2024
Latest time for splitting of PAL . . . . .	4:30 p.m. on Monday, 22 April 2024
Last day of dealings in nil-paid Rights Shares . . . . .	Thursday, 25 April 2024
Latest time for acceptance and payment for the Rights Shares . . . . .	4:00 p.m. on Tuesday, 30 April 2024
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the payment of Net Gain. . . . .	4:30 p.m. on Tuesday, 30 April 2024
Announcement of the number of Unsubscribed Rights Shares subject to the Compensatory Arrangements. . . . .	Wednesday, 8 May 2024
Commencement of the placing of Unsubscribed Rights Shares by the Placing Agent . . . . .	Thursday, 9 May 2024
Placing Long Stop Date . . . . .	Monday, 27 May 2024
Announcement of the allotment results of the Rights Issue to be published on the websites of the Stock Exchange and the Company . . . . .	Monday, 3 June 2024

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## EXPECTED TIMETABLE

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Despatch of share certificates for fully-paid Rights Shares and  
completion of Placing to take place. . . . . Tuesday, 4 June 2024

Despatch of refund cheques, if any, if the Rights Issue is  
terminated. . . . . Tuesday, 4 June 2024

Commencement of dealings in fully-paid Rights Shares . . . . . 9:00 a.m. on  
Wednesday, 5 June 2024

Payment of Net Gain to relevant No Action Shareholders (if any)  
or Non-Qualifying Shareholders (if any) . . . . . Tuesday, 11 June 2024

All times and dates in this Prospectus refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above or in other parts of this Prospectus are indicative only and may be extended or varied. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate in accordance with the Listing Rules.

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

The Latest Time for Acceptance will not take place if a tropical cyclone warning signal no.8 or above, or “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region or a “black” rainstorm warning:

- (i) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
- (ii) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in the section headed “Expected timetable” above may be affected. The Company will notify the Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

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## DEFINITIONS

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

“acting in concert”	has the same meaning ascribed thereto under the Takeovers Code
“Announcement”	the announcement issued by the Company dated 10 January 2024 in relation to, among other things, the Rights Issue
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“Capital Reduction”	the reduction of the issued share capital of the Company whereby the nominal value of each of the issued Shares has been reduced from HK\$0.16 each to HK\$0.01 each by cancelling the paid up capital to the extent of HK\$0.15 on each issued Share which was completed on 14 March 2024 (for particulars, please refer to the Company’s announcement dated 13 March 2024)
“Capital Reorganisation”	the reorganisation of the capital of the Company by way of (i) the Capital Reduction; and (ii) the Share Sub-division which was completed on 14 March 2024 (for particulars, please refer to the Company’s announcement dated 13 March 2024)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Circular”	the circular of the Company dated 15 March 2024 in respect of among others, the Rights Issue

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## DEFINITIONS

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“Company”	Teamway International Group Holdings Limited, a company incorporated in Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1239)
“Completion”	completion of the Rights Issue and the Placing
“Compensatory Arrangements”	the arrangement involving the placing of the Unsubscribed Rights Shares, if any, by the Placing Agent on a best effort basis pursuant to the Placing Agreement in accordance with Rule 7.21(1)(b) of the Listing Rules
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong (as amended from time to time)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company held on Tuesday, 2 April 2024 to consider and, if thought fit, approve the Rights Issue and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	any Shareholder(s) who are not required to abstain from voting at the EGM under the Listing Rules

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## DEFINITIONS

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“Independent Third Party(ies)”	third party(ies) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, are independent of and not acting in concert or connected with the Company and any of its connected persons or any of their respective associates
“Last Trading Day”	10 January 2024, being the last trading day for the Shares on the Stock Exchange before publication of the Announcement
“Latest Practicable Date”	10 April 2024, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information contained herein
“Latest Time for Acceptance”	4:00 p.m. on 30 April 2024 (or such other time or date as may be determined by the Company), being the latest time for acceptance of the offer of and payment for, the Rights Shares, as described in the Prospectus Documents
“Listing Committee”	has the meaning as defined in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares placed by the Placing Agent under the Placing Agreement) pursuant to the Unsubscribed Arrangements
“No Action Shareholders”	those Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) in their assured entitlements, or Non-Qualifying Shareholders (as the case may be)

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## DEFINITIONS

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“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) whom the Directors, based on legal opinions provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place
“Overseas Letter”	a letter from the Company to the Non-Qualifying Shareholders explaining the circumstances in which the Non-Qualifying Shareholders are not permitted to participate in the Rights Issue
“Overseas Shareholders”	the Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong
“PAL(s)”	the renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Past Company Secretary”	Ms. Choi Yee Man
“Past Directors”	collectively Mr. Liu Liangjian, Mr. He Xiaoming, Mr. Chan Chun Kau, Mr. Lam Chi Wai, Mr. Lee Chi Hwa Joshua, Mr. Xie Yan, Mr. Ling Zheng and Mr. Xu Gefei
“Placing”	the offer by way of private placing of the Unsubscribed Rights Shares on a best effort basis by the Placing Agent to the independent placee(s) during the Placing Period on the terms and conditions set out in the Placing Agreement
“Placee(s)”	professional, institutional, corporate or other investor(s), procured by the Placing Agent to subscribe for any of the Unsubscribed Rights Shares pursuant to the Placing Agreement



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## DEFINITIONS

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“Placing Agent”	Orient Securities Limited, a licensed corporation carrying out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO, being the placing agent appointed by the Company pursuant to the Placing Agreement
“Placing Agreement”	the placing agreement dated 10 January 2024 (after trading hours of the Stock Exchange) entered into between the Company and the Placing Agent in respect of the Unsubscribed Arrangements, pursuant to which the Placing Agent has agreed to procure places on a best effort basis to subscribe for the Unsubscribed Rights Shares
“Placing Long Stop Date”	27 May 2024, or such other date as may be agreed between the Company and the Placing Agent as the latest date for placing, and payment for, the Unsubscribed Rights Shares under the Placing Agreement
“Placing Period”	the period from 9 May 2024 up to 22 May 2024, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Unsubscribed Arrangements
“Placing Price”	the placing price of the unsubscribed Rights Shares shall be at least equal to the Subscription Price and the final price determination will depend on the demand for and the market conditions of the Unsubscribed Rights Shares during the placement process
“Posting Date”	16 April 2024 or such other date as the Company may announce, being the date of despatch of the Prospectus Documents
“PRC”	the People’s Republic of China, which for the purpose of this Prospectus, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the prospectus to be despatched to the Shareholders by the Company containing details of the Rights Issue

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## DEFINITIONS

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“Prospectus Documents”	collectively, the Prospectus and the PAL
“Qualifying Shareholders”	Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	15 April 2024 (or such other date as the Company may announce) being the date by reference to which entitlements of the Shareholders to participate in the Rights Issue will be determined
“Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Rights Issue”	the proposed issue of the Rights Shares on the basis of one (1) Rights Share for every one (1) Share held by the Qualifying Shareholders on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Prospectus Documents
“Rights Share(s)”	Shares to be issued and allotted under the proposed Rights Issue on the basis of one (1) Rights Share for every one (1) Share in issue on the Record Date, being 197,282,636 Shares based on the Company’s issued share capital as at the Latest Practicable Date
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)

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## DEFINITIONS

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“Share Sub-division”	the sub-division of each of the authorised but unissued Shares of par value HK\$0.16 each which was completed on 14 March 2024 (for particulars, please refer to the Company’s announcement dated 13 March 2024)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.08 per Rights Share
“substantial shareholder”	has the meaning as ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Unsubscribed Arrangements”	arrangements to place the Unsubscribed Rights Shares by the Placing Agent on a best effort basis to investors who (or as the case may be, their ultimate beneficial owner(s)) are not Shareholders and are otherwise Independent Third Parties pursuant to Rule 7.21(1)(b) of the Listing Rules
“Unsubscribed Rights Shares”	those Rights Shares that are not subscribed by the Qualifying Shareholders and Rights Shares which would otherwise have been allotted to the Non-Qualifying Shareholders (as the case may be)
“%”	per cent

\* *For the purpose of this Prospectus, the exchange rate between RMB and HK\$ is RMB1=HK\$1.1028.*

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LETTER FROM THE BOARD

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**TEAMWAY**

International Group Holdings Limited

**TEAMWAY INTERNATIONAL GROUP HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 01239)**

*Executive Directors:*

Mr. Zeng Wenyou

Ms. Ngai Mei *(duties suspended)*

Ms. Duan Mengying *(duties suspended)*

*Non-executive Director*

Mr. Lee Hung Yuen

*Independent Non-executive Directors*

Mr. Chow Ming Sang

Mr. Chow Wai Hung Enzo

Mr. Tsang Hing Bun

*Registered office:*

Ocorian Trust (Cayman) Limited

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarter and principal place*

*of business in Hong Kong:*

Suite 1604, 16/F, Tower 6

The Gateway, Harbour City

Tsim Sha Tsui

Kowloon

Hong Kong

16 April 2024

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

Reference is made to the Circular.

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## LETTER FROM THE BOARD

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At the EGM, the resolutions for approving, among other things, the Rights Issue and the transactions contemplated thereunder, were duly passed by the Independent Shareholders by way of poll. (i) Mr. Zeng Wenyu (“**Mr. Zeng**”), who is an executive Director and is beneficially interested in 19,565,212 Shares; and (ii) Mr. Lee Hung Yuen (“**Mr. Lee**”), who is a non-executive Director and is beneficially interested in 13,043,483 Shares, were abstained from voting in favour of the proposed resolutions to approve the Rights Issue the transactions contemplated thereunder.

The purpose of this Prospectus is to provide you with, among other things, (i) further information on the Rights Issue; and (ii) other certain financial and other general information of the Group as required under the Listing Rules.

### 1. RIGHTS ISSUE

The terms of the Rights Issue are set out below:

#### **Rights Issue statistics**

Basis of the Rights Issue:	One (1) Rights Share for every one (1) Share held by the Qualifying Shareholders as the close of business on the Record Date
Subscription Price:	HK\$0.08 per Rights Share
Number of Shares in issue as at the Latest Practicable Date:	197,282,636 Shares
Number of Rights Shares:	Up to 197,282,636 Rights Shares (assuming there is no change to the total issued share capital of the Company on or before the Record Date)
Total number of Shares in issue upon completion of the Rights Issue:	Up to 394,565,272 Shares (assuming that no new Shares (other than the Rights Issue) will be allotted and issued on or before the completion of the Rights Issue)
Gross proceeds from the Rights Issue:	Up to approximately HK\$15.78 million before expenses (assuming there is no change to the total issued share capital of the Company on or before the Record Date and all Rights Shares are taken up by the Qualifying Shareholders)

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## LETTER FROM THE BOARD

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Assuming there is no change to the total issued capital of the Company on or before the Record Date, 197,282,636 Rights Shares to be issued pursuant to the terms of the Rights Issue represents (i) 100% of the total issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 50% of the total issued share capital of the Company as enlarged by the allotment and issuance of the Rights Shares immediately upon Completion.

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

### **Undertakings**

The Company has not received any information or irrevocable undertaking from any substantial shareholder of the Company of any intention in relation to the Rights Shares to be provisionally allotted to that Shareholder under the Rights Issue as at the Latest Practicable Date.

### **Qualifying Shareholders**

The Rights Issue is available to the Qualifying Shareholders only and the Company will send the Prospectus Documents to the Qualifying Shareholders only. For the Non-Qualifying Shareholders, the Company will send copies of the Prospectus to them for their information only, but no PAL will be sent to the Non-Qualifying Shareholders. To qualify for the Rights Issue, the Shareholders must at the close of business on the Record Date be registered on the registers of members of the Company, and not be the Non-Qualifying Shareholders.

Shareholders whose Shares are held by nominee companies (or which are deposited in CCASS) should note that the Board will regard a nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company.

The Qualifying Shareholders who take up their pro-rata entitlement in full will not experience any dilution to their interests in the Company.

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

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## LETTER FROM THE BOARD

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### Closure of register of members

The register of members of the Company were closed from Tuesday, 9 April 2024 to Monday, 15 April 2024 (both dates inclusive) for determining the entitlements to the Rights Issue. No transfer of Shares were registered during this period.

### Subscription Price

The Subscription Price of HK\$0.08 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares and, where applicable, when a transferee of the nil-paid Rights Shares subscribes for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 27.93% to the closing price of HK\$0.111 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 32.77% to the closing price of HK\$0.119 per Share as quoted on Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 32.77% to the average closing price of approximately HK\$0.119 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 43.78% to the average closing price of approximately HK\$ 0.1423 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 19.60% to the theoretical ex-rights price of approximately HK\$0.0995 per Share as adjusted for the effect of the Rights Issue, based on the closing price of HK\$0.119 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (vi) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) represented by a discount of approximately 16.39%, which is calculated based on the theoretical diluted price of approximately HK\$0.119 per Share (as defined under Rule 7.27B of the Listing Rules, taking account the higher of (i) the closing price of the Shares as quoted on the Stock Exchange on the Last Trading Day and (ii) the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the Last Trading Day).

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## LETTER FROM THE BOARD

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As at 31 December 2023 and 31 December 2022, the Group recorded a net liabilities position of approximately RMB198,422,000 and RMB145,325,000, respectively.

The Subscription Price was arrived at after arm's length negotiation with reference to, among other things, the prevailing market price of the Shares and the financial conditions of the Group.

As the Rights Shares are offered to all Qualifying Shareholders, the Directors would like to set the Subscription Price at a level that would attract the Qualifying Shareholders to participate in the Rights Issue. Each Qualifying Shareholder is entitled to subscribe for the Rights Shares at the same price in proportion to his/her/its existing shareholding in the Company. The Directors consider the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Status of the Rights Shares**

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the Rights Shares will be entitled to receive all future dividends and distributions, which may be declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

### **Basis of provisional allotments**

The basis of the provisional allotment shall be one (1) Rights Share (in nil-paid form) for every one (1) Share held by the Qualifying Shareholders as at the close of business on the Record Date.

Qualifying Shareholders may apply for all or any part of their respective provisional allotment by lodging a duly completed PAL(s) and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

### **Rights of the Overseas Shareholders**

The Prospectus Documents are not intended to be, have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholder(s) may not be eligible to take part in the Rights Issue.



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## LETTER FROM THE BOARD

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According to the register of members of the Company as at the Latest Practicable Date, the Company had a total of 6 Overseas Shareholders holding an aggregate of 72,455,212 Shares, representing approximately 36.73% of the total number of the issued Shares, of which such Overseas Shareholder had his/her addresses registered in the PRC.

In compliance with to Rule 13.36(2)(a) of the Listing Rules, the Directors have made enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders with registered addresses in the jurisdictions set out above.

The Company has obtained advices from legal advisers in the PRC and has been advised that under the applicable legislations of these jurisdictions, there is no regulatory restriction or requirement of any regulatory body or stock exchange with respect to extending the Rights Issue to the Overseas Shareholders in the relevant jurisdictions.

It is the responsibility of the Shareholders, including the Overseas Shareholders, wishing to make an application for the Rights Shares, to satisfy himself/herself/itself before taking up his/her/its provisional allotments under the Rights Issue, as to the observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any governmental or other consents and to pay any taxes and duties required to be paid in such jurisdiction in connection with the taking up and onward sale of the Rights Shares.

Based upon such advice, the Directors have decided to extend the Rights Issue to the Overseas Shareholders having registered address in the PRC, who are therefore Qualifying Shareholders. As such, based upon the register of members of the Company as at the Record Date, there was no Non-Qualifying Shareholder.

The Company reserves the right to treat as invalid any acceptance of or application for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction.

The Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful.

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders, to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and before dealings in the nil-paid Rights Shares end, if a premium (net of expenses) can be obtained. The

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## LETTER FROM THE BOARD

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proceeds from such sale, less expenses, of more than HK\$100 will be paid on pro-rata basis to the relevant Non-Qualifying Shareholders. In view of administrative costs, the Company will retain individual amounts of HK\$100 or less for its own benefit.

Any unsold entitlement of Non-Qualifying Shareholders to the Rights Shares and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders will, if possible, be placed by the Placing Agent under the Unsubscribed Arrangements to investors who (or as the case may be, their ultimate beneficial owner(s)) are not Shareholders and are otherwise Independent Third Parties.

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

### **No fractional entitlement**

On the basis of the entitlement to subscribe one (1) Rights Share for every one (1) Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares will arise from the Rights Issue.

### **Application for listing**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the board lots of 20,000 Rights Shares.

### **Rights Shares will be eligible for admission into CCASS**

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

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## LETTER FROM THE BOARD

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

### **Stamp duty and other applicable fees**

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

### **Share certificates and refund cheques for Rights Issue**

Subject to the fulfilment of the conditions of the Rights Issue as set out below, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Tuesday, 4 June 2024.

If the Rights Issue does not become unconditional, refund cheques are expected to be despatched on or before Tuesday, 4 June 2024 by ordinary post at the respective Shareholders' own risk.

### **Procedures for acceptance, splitting of provisional allotment and payment and/or transfer of the Rights Shares**

Qualifying Shareholders will find enclosed with this Prospectus a PAL which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein.

If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PALs, they must lodge the PALs in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:00 p.m. on Tuesday, 30 April 2024 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed "Expected Timetable — Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" on the Latest Time of Acceptance in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a

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## LETTER FROM THE BOARD

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licensed bank in Hong Kong and made payable to “**TEAMWAY INTL GROUP HOLDINGS LIMITED — RIGHTS ISSUE ACCOUNT**” and crossed “**ACCOUNT PAYEE ONLY**”. Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of the Prospectus Documents and subject to the memorandum and articles of association of the Company. Any payments for the Rights Shares should be rounded up to nearest cent.

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:00 p.m. on Tuesday, 30 April 2024 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Expected Timetable — Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” on the Latest Time of Acceptance in this Prospectus), whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled.

If the Qualifying Shareholders wish to accept only part of the provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or transfer all or part of their rights to more than one person (not as joint holders), the original PAL must be surrendered for cancellation by no later than 4:30 p.m. on Monday, 22 April 2024 to the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required. The new PALs will be available for collection from the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

The Company is not obliged to but may (at its sole and absolute discretion) treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete such incomplete PAL(s) at a later stage.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders.

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## LETTER FROM THE BOARD

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The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

All cheques or cashier's orders accompanying completed PALs will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares whether by a Qualifying Shareholder or any nominated transferee, will constitute a warranty by such person that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. Qualifying Shareholders must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to such applicant only if the overpaid amount is HK\$100 or above.

No receipt will be given in respect of any PAL and/or relevant application monies received. If any of the conditions of the Rights Issue as set out in the section headed "Letter from the Board — The Rights Issue — Conditions of the Rights Issue" is not fulfilled at or before 5:00 p.m. on Tuesday, 28 May 2024 (or such later date as the Company may determine), the Rights Issue will not proceed. Under such circumstances, the remittance received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in the nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person, without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, on or before Tuesday, 4 June 2024.

### **Non-underwritten basis**

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

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## LETTER FROM THE BOARD

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In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be placed to independent placees under the Compensatory Arrangements. Any Unsubscribed Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlements under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 7.19(5) of the Listing Rules.

### **Procedures in respect of the Unsubscribed Rights Shares and the Compensatory Arrangements**

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company must make arrangements to dispose of the Unsubscribed Rights Shares by offering the Unsubscribed Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.21(1)(a) of the Listing Rules.

On 10 January 2024, the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of the Unsubscribed Rights Shares to independent placees on a best effort basis. Pursuant to the Placing Agreement, the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares during the Placing Period to independent placees on a best effort basis, and any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders and Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m. on Wednesday, 22 May 2024, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares. Any Unsubscribed Rights Shares which are not placed will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

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## LETTER FROM THE BOARD

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

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

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

### **The Placing Agreement**

Principal terms of the Placing Agreement are summarized as below:

Date : 10 January 2024

Issuer : The Company

Placing Agent : Orient Securities Limited

As at the Latest Practicable Date, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placing Period : The period from Thursday, 9 May 2024 up to 4:00 p.m. on Wednesday, 22 May 2024, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Unsubscribed Arrangements.

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## LETTER FROM THE BOARD

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- Placing Price : The placing price of the Unsubscribed Rights Shares shall be at least equal to the Subscription Price and the final price determination will depend on the demand for and the market conditions of the Unsubscribed Rights Shares during the placement process.
- Placing Commission : Subject to the completion of the Placing, the Company shall pay the Placing Agent a placing commission, being 0.5% of the amount which is equal to the Placing Price multiplied by the total number of the Unsubscribed Rights Shares which are successfully placed by the Placing Agent
- Placees : The Placing Agent shall procure that not less than six placees will take up the Placing Shares. The placees shall be professional, institutional and other investors. The Placing Agent shall ensure that the placees, and whose ultimate beneficial owner(s), shall be third party(ies) independent of the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates.
- In any event if the number of placee(s) is less than six, the Company shall complete the Placing and disclose the identity of such placee(s) in accordance with the applicable Listing Rules.
- Ranking of the Unsubscribed Rights Shares : The placed Unsubscribed Rights Shares (when allotted, issued and fully paid, if any) shall rank *pari passu* in all respects among themselves and with the Shares in issue as at the date of completion of the Placing.



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## LETTER FROM THE BOARD

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Conditions of the Placing Agreement : The obligations of the Placing Agent under the Placing Agreement are conditional upon the following conditions being fulfilled:

- i) the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Rights Shares;
- ii) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained; and
- iii) Placing Agreement not having been terminated in accordance with the provisions thereof, including provisions regarding the force majeure events.

or the avoidance of doubt, if all the Rights Shares are fully subscribed under the Rights Issue, the Placing will not proceed.

The Company shall use its best endeavour to procure the fulfilment of the conditions to the Placing and undertakes to inform the Placing Agent promptly of any matter or circumstance which comes to the attention of it and indicating that any of such conditions being unable or fail to fulfil. If any of such conditions have not been fulfilled by the Placing Long Stop Date (as defined below) or become incapable of being fulfilled (unless extended by mutual consent of the Company and the Placing Agent), then all respective rights, obligations and liabilities of the Company and the Placing Agent in relation to the Placing shall cease and determine, save in respect of any accrued rights or obligations under the Placing Agreement and none of the parties thereto shall have any claim against any other in respect of the Placing.

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## LETTER FROM THE BOARD

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Termination : If any of the following events occur at any time prior to 6:00 p.m. on the third Business Day after the last day of the Placing Period (the “**Placing Long Stop Date**”), the Placing Agent may (after such consultation with the Company and/or its advisers as the circumstances shall admit or be necessary), by giving a written notice to the Company, at any time prior to the date of completion of the Placing provided that such notice is received by the Company prior to 6:00 p.m. on the Placing Long Stop Date, terminate the Placing Agreement without liability to the other parties and, subject to clauses in the Placing Agreement which survives termination, the Placing Agreement shall thereupon cease to have effect and none of the parties to the Placing Agreement shall have any rights or claims by reason thereof save for any rights or obligations which may accrue under the Placing Agreement prior to such termination:

- (a) in the reasonable opinion of the Placing Agent there shall have been since the date of the Placing Agreement such a change in national or international financial, political or economic conditions or taxation or exchange controls as would be likely to prejudice materially the consummation of the Placing; or
- (b) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any matter whatsoever which may adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (c) any material breach of any of the representations and warranties by the Company comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the date of completion of the Placing which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in any material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or

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## LETTER FROM THE BOARD

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- (d) any moratorium, suspension or restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances; or
- (e) there is any adverse change in the financial position of the Company which in the reasonable opinion of the Placing Agent is material in the context of the Placing.

The Unsubscribed Arrangements are in compliance with the requirements under Rule 7.21(1)(b) under which the No Action Shareholders may be compensated even if they do nothing (i.e. neither subscribe for Rights Shares nor sell their nil-paid rights) given that the Unsubscribed Rights Shares will be first offered to Independent Third Parties and any premium over the Subscription Price will be paid to the No Action Shareholders. The commission payable to the Placing Agent and the related fees and expenses in relation to such placing will be borne by the Company.

The Placing Agent confirms that it is an Independent Third Party. The terms of the Placing Agreement, including the Placing Commission, were determined after an arm's length negotiation between the Placing Agent and the Company with reference to the prevailing market rate and the Company considers the terms to be normal commercial terms.

The Company considers that the Unsubscribed Arrangements will provide a compensatory mechanism for the No Action Shareholders, protect the interest of the Independent Shareholders, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Given that the Company has put in place the Unsubscribed Arrangements as required by Rule 7.21(1)(b) of the Listing Rules, there will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.21(1)(a) of the Listing Rules.

### **Conditions of the Rights Issue**

The Rights Issue is conditional upon the following conditions:

- (i) the Capital Reorganisation becoming effective;
- (ii) the passing of the necessary resolutions by the Shareholders (or as the case may be, the Independent Shareholders) at the EGM approving, among other things, the Rights Issue and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by no later than the Posting Date of a certificate authorising registration of the Prospectus with Hong Kong Companies Registry;

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## LETTER FROM THE BOARD

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- (iii) the delivery to the Stock Exchange and the filing and registration with the Registrar in Hong Kong respectively one duly certified copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having being approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Posting Date;
- (iv) following registration, the posting of the Prospectus Documents to the Qualifying Shareholders (and where applicable, the posting of the Prospectus to the Non-Qualifying Shareholders, if any, for information purposes only) and the publication of the Prospectus Documents on the website of the Stock Exchange on or before the Posting Date;
- (v) the grant of listing of the Rights Shares by the Stock Exchange (either unconditionally or subject only to the allotment and despatch of the share certificates in respect thereof) and the grant of permission to deal in the nil-paid Rights and the Rights Shares by the Stock Exchange (and such permission and listing not subsequently having been withdrawn or revoked);
- (vi) the Placing Agreement not being terminated pursuant to the terms thereof and remain in full force and effect; and
- (vii) all other necessary waivers, consents and approvals (if required) from the relevant governmental or regulatory authorities for the Rights Issue and the transactions contemplated thereunder having been obtained and fulfilled.

None of the above conditions precedent can be waived. If any of the conditions referred to above are not fulfilled at or before 5:00 p.m. on Tuesday, 28 May 2024 (or such later date as the Company may determine), the Rights Issue will not proceed.

As at the Latest Practicable Date, conditions (i) and (ii) above have been fulfilled.

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

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## LETTER FROM THE BOARD

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

Assuming that there will be no change to the total issued share capital of the Company on or before the Record Date and full acceptance of the Rights Issue, the maximum net proceeds from the Rights Issue (after deducting the estimated expenses) are estimated to be approximately HK\$14.91 million (equivalent to a net price of approximately HK\$0.08 per Rights Share).

In the event that the maximum net proceeds of approximately HK\$14.91 million is raised, (i) approximately HK\$10.44 million (or 70% of the maximum net proceeds) will be used to repay the current liabilities of the Group, specifically those debts, liabilities, or other payables that are expected to be due and payable; and (ii) the remaining portion of approximately HK\$4.47 million (or 30% of the maximum net proceeds) will be used for the Group's general working capital, including payment of staff salaries, Directors' remuneration, audit fee, and other legal and professional fees, all of which are expected to be settled in year 2024.

As of 29 February 2024, the following current debts, liabilities or other payables of the Group are expected to be due and payable in the near future:

- (i) secured bank loans of RMB8,000,000 at an interest rate ranging from 3.45% to 3.65% per annum as secured by the Group's buildings and rights of use assets, which will mature in year 2024 and 2025;
- (ii) unsecured bank loan of RMB3,000,000 at an interest rate 4.05% per annum, which will mature in year 2024;
- (iii) an unsecured loan with an outstanding amount (including accrued interest) of approximately HK\$25,680,000 advanced by an Independent Third Party to the Company at an interest rate of 6.5% per annum, which is repayable on demand; and
- (iv) a secured loan with an outstanding amount (including accrued interest) of approximately HK\$251,000,000 advanced by an Independent Third Party to the Company at an interest rate of 16.5% per annum as secured by the share charge over the entire issued share capital of Cheng Hao International Limited (being a wholly owned subsidiary of the Company), which is repayable on demand (the "**Pengtian Loan**").

The Directors intend to use the funds raised from the Rights Issue to repay a portion of the above outstanding debts. Also, The Directors plan to clear the remaining current liabilities through internally generated funds. However, if the internally generated funds are insufficient to meet their

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## LETTER FROM THE BOARD

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needs, the Directors will further look to obtain debt financing, such as bank borrowings or bond issuance, or other equity financing from substantial shareholders, banks, financial institutions or other third-party investors by placing shares or convertible securities under general or specific mandate.

The Directors consider fund-raising for additional working capital is key although, on 15 May 2023, a total of 130,434,783 new Shares were successfully allotted and issued at the subscription price of HK\$0.092 per subscription share (the “**Subscription**”) and the net proceeds from Subscription, after deducting commission and other expenses incidental to the placing, amounted to approximately HK\$12 million which was intended to be used for general working capital of the Group. As at the Latest Practicable Date, all of the proceeds had been fully utilised.

As at 31 December 2023, the cash and cash equivalents of the Group amounted to approximately RMB19.29 million (equivalent to approximately HK\$21.27 million) and the interest-bearing bank and other borrowings of the Group amounted to approximately RMB451.72 million (equivalent to approximately HK\$498.16 million).

The Directors noticed that the Group continued to experience a challenging operating environment in view of the impact from the severe political tension between the United States of America and the PRC which still continue creating a significant impact on the PRC economy. Since the Group’s revenue was mostly derived from customers based in the PRC, these factors in aggregate led to a certain extent of impact on the overall business performance of the Group.

The above challenging operational environment had led to ongoing cash net outflow of the Group since 2022. Taking into account that the proceeds from Subscription has already been used by the Group for its general working capital, the Directors consider it is prudent and in the interests of the Company and the Shareholders as a whole to raise additional fund of approximately HK\$14.91 million, for repayment of loans and general working capital, so that the Group has financial resources to meet the financial obligations when they fall due. The Directors have reviewed the Group’s financial resources and prepared a forecast for the year 2024. It is assumed that (i) there will be a cash inflow as a result of the disposal of the Group’s investment property in Singapore, which is set to happen in 2024 (as of the Latest Practicable Date, no agreement relating to such disposal has been entered into or signed by the Company); (ii) after considering the legal opinion provided by the Company’s legal adviser, the repayment of the Pengtian Loan will be extended due to pending court proceedings; and (iii) there will be a cash inflow from the Group’s existing business operation and potential funding raising activities, including the Rights Issue. After considering all these factors, the Directors concluded that the Group has sufficient financial resources to meet its working capital needs and its financial obligations when they fall due during the year 2024.

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## LETTER FROM THE BOARD

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In the event that the proceeds raised by the Rights Issue or Placing is less than the aforesaid estimated net proceeds of approximately HK\$14.91 million, the Company will allocate the use of proceeds proportionately and will further evaluate options including amongst others, reducing the proposed amount of repayment of loans and other payables, renewing and/or refinancing existing loans or exploring other financing, and/or fund-raising alternatives. The Group's is minded improving its profitability and alleviate the repayment pressure by, among other things, lowering liabilities and finance costs.

### **Other fund-raising alternatives**

Apart from the Rights Issue, the Directors have considered other debt/equity fund raising alternatives such as bank borrowings, placing or an open offer. The Directors noted that bank borrowings will carry interest costs and may require the provision of security and creditors will rank before the Shareholders, and placings will dilute the interests of the Shareholders without giving them the opportunity to take part in the exercise. As opposed to an open offer, the Rights Issue enables the Shareholders to sell the nil-paid rights in the market. The Rights Issue will give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Company.

Having considered the abovementioned alternatives, the Directors consider raising funds by way of the Rights Issue is more attractive in the current market condition and the Rights Issue will enable the Company to strengthen its working capital base and enhance its financial position, while at the same time, allowing the Qualifying Shareholders to maintain their proportional shareholdings in the Company.

Based on the above, the Board considers that raising capital through the Rights Issue is in the interests of the Company and the Shareholders as a whole. In addition, having considered the capital needs of the Group, the terms of the Rights Issue and the Subscription Price, the Board also considers that it is in the interests of the Company to proceed with the Rights Issue on a non-underwritten basis. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholder(s), if any, should note that their shareholdings will be diluted.

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## LETTER FROM THE BOARD

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### FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising activities in the past twelve months immediately prior to the Latest Practicable Date:

Date of relevant announcements	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at Latest Practicable Date
26 April 2023 and 15 May 2023	Subscription of new shares under general mandate	HK\$12 million	General working capital of the Group	fully utilised as intended

Save as disclosed above, the Company has not conducted any equity fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

### EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the possible changes in the shareholding structure of the Company arising from the proposed Rights Issue which are for illustrative purpose only.

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue assuming all Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full and there is no change to the total issued share capital of the Company on or before the Record Date; and (iii) immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full and there is no change to the total issued share capital of the Company on or before the Record Date:



## LETTER FROM THE BOARD

	As at the Latest Practicable Date		Immediately after completion of the Rights Issue assuming all Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full		Immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full <i>(Note 2)</i>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Mr. Zeng Wenyong	19,565,212	9.92	39,130,424	9.92	19,565,212	4.96
Mr. Wang Yang	15,535,000	7.87	31,070,000	7.87	15,535,000	3.94
Mr. Xu Gefei <i>(Note 1)</i>	14,665,000	7.43	29,330,000	7.43	14,665,000	3.72
Ms. Cao Junying	13,907,500	7.05	27,815,000	7.05	13,907,500	3.52
Mr. Lee Hung Yuen	13,043,483	6.61	26,086,966	6.61	13,043,483	3.31
Placees	—	—	—	—	197,282,636	50.00
Other public Shareholders	120,566,441	61.12	241,132,882	61.12	120,566,441	30.55
<b>Total</b>	<b>197,282,636</b>	<b>100.00</b>	<b>394,565,272</b>	<b>100.00</b>	<b>394,565,272</b>	<b>100.00</b>

*Notes:*

- As at the Latest Practicable Date, these 14,665,000 Shares were held by Grand Luxe Limited, which was in turn wholly owned by Mr. Xu Gefei. Accordingly, Mr. Xu Gefei was deemed to be interested in such 14,665,000 Shares held by Grand Luxe Limited pursuant to Part XV of the SFO.
- This scenario is for illustrative purpose only. The Company has entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to procure Placee(s), on a best effort basis, to subscribe for the Unsubscribed Rights Shares. The Company will take all appropriate steps to ensure that sufficient public float be maintained in compliance with Rule 8.08 of the Listing Rules. In the event that the Rights Issue would result in public float could not be maintained, the Company and/or the Placing Agent will take necessary action to place down the Shares such that sufficient public float could be maintained in compliance with Rule 8.08 of the Listing Rules.

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## LETTER FROM THE BOARD

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### 2. ADDITIONAL INFORMATION

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

### 3. WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this letter.

Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied, the Rights Issue will not proceed. Any dealings in the Shares from the date of the Announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

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

By Order of the Board  
Teamway International Group Holdings Limited  
Zeng Wenyu  
*Executive Director*

## 1. SUMMARY OF THE FINANCIAL INFORMATION OF THE GROUP

Details of the audited consolidated financial information of the Group for the years ended 31 December 2021, 2022, and 2023 were disclosed in the annual reports of the Company for the years ended 31 December 2021 (pages 36 to 103) and 2022 (pages 36 to 103) and the annual results announcement of the Company for the year ended 31 December 2023 (pages 2 to 23) respectively. The aforementioned financial information of the Group has been published on both the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.teamwaygroup.com](http://www.teamwaygroup.com)). Please refer to the hyperlinks as stated below:

2021 annual report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0428/2022042800784.pdf>

2022 annual report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0428/2023042801776.pdf>

2023 annual results announcement:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0322/2024032201203.pdf>

## 2. STATEMENT OF INDEBTEDNESS

As at 29 February 2024, being the latest practicable date for the purpose of this indebtedness statement prior to printing of this Prospectus, the Group had outstanding indebtedness of lease included the following:

	<b>Current</b>	<b>Non-current</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Bank loans	11,000	23,000	34,000
Other borrowings	250,893	169,862	420,755
Lease liabilities	1,984	1,123	3,107
Total ( <i>note</i> )	<u>263,877</u>	<u>193,985</u>	<u>457,862</u>

Note:

	<b>Contractual interest rate per annum/weighted average incremental borrowing rate (%)</b>	<b>Maturity</b>	<b>As at 29 February 2024 RMB'000</b>
Current			
Bank loans			
— secured RMB loan (a)	3.45-3.65	2024-2025	8,000
— unsecured RMB loan	4.05	2024	3,000
Other borrowings			
— unsecured US\$ loan	6.5	On demand	23,286
— secured HK\$ loan (b)	16.5	On demand	227,607
Lease liabilities	6.0	2024–2025	1,984
			<u>263,877</u>
Non-current			
Bank loans			
— secured RMB loan (a)	3.65-3.9	2025	23,000
Other borrowings			
— unsecured US\$ loan	2.0	2025	169,862
Lease liabilities	6.0	2026	1,123
			<u>193,985</u>
			<u>457,862</u>

(a) The Group's bank borrowings are secured by the Group's buildings and right-of-use assets.

(b) Included in other borrowings of approximately RMB227.61 million was secured by share charge over the entire share capital of a wholly-owned subsidiary of the Company.

Save for the aforesaid and apart from intra-group liabilities and normal trade payables in the ordinary course of business as at the close of business on 29 February 2024, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans, debt securities, borrowings or other similar indebtedness, liabilities under acceptances (other than normal trade bills and payables), acceptance credits, debentures, mortgages, pledges, charges, finance leases or hire purchase commitments, guarantees or other material contingent liabilities.

**3. WORKING CAPITAL STATEMENT**

The Directors are of the opinion that, taking into consideration the Group's present financial resources and the estimated net proceeds from the Rights Issue, the Group has sufficient working capital for its present requirements for at least the twelve (12) months from the date of this Prospectus in the absence of any unforeseen circumstances.

**4. MATERIAL ADVERSE CHANGES**

The Directors confirm that there had been no material change in the financial or trading position or outlook of the Group since 31 December 2023, the date to which the latest published audited consolidated financial statements of the Company were made up, up to and including the Latest Practicable Date.

**5. BUSINESS TREND AND FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

The Group is primarily involved in (i) design, manufacturing, and sale of packaging products and structural components; (ii) property investments; (iii) trading of filtration media, equipment and related accessories for air purification; and (iv) design, manufacturing, sale and marketing of mahogany home furniture.

The economies of Hong Kong and Mainland China are anticipated to continue on a slow post-pandemic recovery path in the 2024, but the prospects remain highly uncertain driven by the adverse impact of high market interest rate environment and the development of geopolitical factors. Despite the foregoing challenges, the Group will continue to pursue long-term business and profitability growth to be in line with its corporate mission and goals. The Group will continue to adopt prudent capital management and liquidity risk management to preserve adequate buffer to meet the challenges ahead.

The management of the Group believed that diversification of income source can promote long term development for the Group. Moving forward, the Group will continue to diversify income streams whilst trying to improve the performance of our current business at the same time. During the year, the Group started the trading of filtration media and equipment business and the mahogany home furniture business in PRC and expected to generate positive results in the long run.

With the uncertain geopolitical and macroeconomic conditions, the management foresees that there is full of challenges and will use their best endeavors to enhance operation efficiency while trying to maintain a stable performance of our business.

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## APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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

### **(A) UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE LIABILITIES**

The following unaudited pro forma statement of adjusted consolidated net tangible liabilities of the Group (the “**Unaudited Pro Forma Financial Information**”) has been prepared by the Directors in accordance with paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to illustrate the effect of the Rights Issue on the audited consolidated net tangible liabilities of the Group attributable to owners of the Company as if the Rights Issue had been completed on 31 December 2023 and taking into account certain assumptions.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not reflect a true picture of the consolidated net tangible liabilities of the Group attributable to owners of the Company had the Rights Issue been completed as at 31 December 2023 or at any future date.

## APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The Unaudited Pro Forma Financial Information is prepared based on the audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2023, as extracted from the Group's audited consolidated statement of financial position as at 31 December 2023 included in the published annual results announcement of the Company for year ended 31 December 2023, and is adjusted for the effect of the Rights Issue described below.

		Unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2023 immediately after completion of the Rights Issue RMB'000 (Note 2)	Unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2023 immediately after completion of the Rights Issue RMB (Note 3)	Unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2023 immediately after completion of the Rights Issue RMB (Note 4)
Audited consolidated net tangible liabilities of the Group attribution to owners of the Company as at 31 December 2023 <i>RMB'000</i> <i>(Note 1)</i>	Estimated net proceeds from the Rights Issue <i>RMB'000</i> <i>(Note 2)</i>	Unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2023 immediately after completion of the Rights Issue <i>RMB'000</i>	Audited consolidated net tangible liabilities of the Group attribution to owners of the Company as at 31 December 2023 per share immediately after completion of the Rights Issue <i>RMB</i> <i>(Note 3)</i>	Unaudited pro forma adjusted consolidated net tangible liabilities of the Group attribution to owners of the Company as at 31 December 2023 per share immediately after completion of the Rights Issue <i>RMB</i> <i>(Note 4)</i>
Based on 197,282,636 Rights Shares to be issued at the Subscription Price of HK\$0.08 per Rights Share	(206,361)	13,524	(192,837)	(1.05)
	(206,361)	13,524	(192,837)	(1.05)

*Notes:*

- (1) The audited consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2023 is extracted from the published audited results announcement of the Company for the year ended 31 December 2023, which is equal to the consolidated net liabilities attributable to owners as at 31 December 2023 of RMB206,361,000 as shown on the consolidated statement of financial position as at 31 December 2023.
- (2) The estimated net proceeds from the Rights Issue of approximately HK\$14,914,000 (equivalent to approximately RMB13,524,000) are based on 197,282,636 Rights Shares to be issued at the subscription price of HK\$0.08 per Rights Share, pursuant to the Rights Issue, after deduction of the estimated related expenses of approximately HK\$868,000, assuming that the Rights Issue has been completed on 31 December 2023.

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## APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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- (3) The audited consolidated net tangible liabilities of the Group attributable to the owners of the Company per Share as at 31 December 2023 was RMB1.05, which was based on the audited consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2023 of RMB206,361,000, divided by 197,282,636 Shares.
- (4) The unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2023 per share immediately after the completion of the Rights Issue is arrived at based on the unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2023 immediately after completion of the Rights Issue of approximately RMB192,837,000 divided by 394,565,272 Shares which comprise of 197,282,636 Shares in issue as at 31 December 2023 and 197,282,636 Rights Shares to be issued assuming that the Rights Issue has been completed on 31 December 2023.



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## APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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### (B) REPORTING ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of the independent reporting accountants' assurance report received from Prism Hong Kong and Shanghai Limited, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this Prospectus.



### INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

#### To the Directors of Teamway International Group Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Teamway International Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2023, and related notes (“**Unaudited Pro Forma Financial Information**”) as set out on pages 36 to 38 of the prospectus issued by the Company on 16 April 2024 (the “**Prospectus**”) in connection with the proposed issue of the rights shares on the basis of one rights share for every one share held on the record date on non-underwritten basis (the “**Rights Issue**”). The applicable criteria on the basis of which the directors of the Company have compiled the Unaudited Pro Forma Financial Information are described in Section A of Appendix II to the Prospectus.

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## **APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP**

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The Unaudited Pro Forma Financial Information has been compiled by the directors of the Company to illustrate the impact of the proposed Rights Issue on the Group's financial position as at 31 December 2023 as if the Right Issue had taken place at 31 December 2023. As part of this process, information about the Group's financial position as at 31 December 2023 have been extracted by the directors of the Company from the Group's consolidated financial statements of audited results announcement for year ended 31 December 2023, on which an audit report has been published.

### **Directors' Responsibility for the Unaudited pro forma Financial Information**

The directors of the Company are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("**AG7**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

### **Our Independence and Quality Management**

We have complied with the independence and other ethical requirement of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

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

### **Reporting Accountants' Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

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## APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Circular” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the directors of the Company have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 29 of Chapter 4 of the Listing Rules and with reference to AG7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in this Prospectus is solely to illustrate the impact of the Rights Issue on unadjusted financial information of the Group as if the Rights Issue had occurred or the transaction has been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Rights Issue at 31 December 2023 would have been as presented.

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

- the related unaudited pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants’ judgment, having regard to the reporting accountants’ understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

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## APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

**Prism Hong Kong and Shanghai Limited**

*Certified Public Accountants*

**Fan Chi Hang, Stephen**

Practising certificate number: P06144

Hong Kong, 16 April 2024

**1. RESPONSIBILITY STATEMENT**

This Prospectus, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

**2. SHARE CAPITAL**

The authorised and issued share capital of the Company (a) as at the Latest Practicable Date; and (b) immediately after the Completion (assuming all the Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full and there is no change to the total issued share capital of the Company on or before the Record Date) were as follows:

(a) As at the Latest Practicable Date:

<i>Authorised:</i>		<i>HK\$</i>
<u>20,000,000,000</u>	Shares of HK\$0.01 each	<u>200,000,000</u>
<i>Issued and fully paid:</i>		
<u>197,282,636</u>	Shares of HK\$0.01 each	<u>1,972,826</u>

- (b) Immediately after the Completion assuming all the Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full and there is no change to the total issued share capital of the Company on or before the Record Date):

<i>Authorised:</i>		<i>HK\$</i>
<u>20,000,000,000</u>	Shares of HK\$0.01 each	<u>200,000,000</u>
<i>Issued and fully paid:</i>		
197,282,636	Shares of HK\$0.01 each	1,972,826
<u>197,282,636</u>	Rights Shares of HK\$0.01 each to be allotted and issued under the Rights Issue	<u>1,972,826</u>
<u><u>394,565,272</u></u>		<u><u>3,945,652</u></u>

All the Shares in issue are fully-paid and rank *pari passu* in all respects including all rights as to dividends, voting and return of capital. The Rights Shares (when allotted, issued and fully-paid) will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the Rights Shares in their fully-paid form will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Rights Shares.

Neither part of the share capital nor any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, the Company had no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

As at the Latest Practicable Date, none of the capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option.

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

### 3. DISCLOSURE OF INTERESTS

#### (a) Interests of Directors and chief executive of the Company

Save as disclosed below, as at the Latest Practicable Date, none of the Directors or chief executive of the Company and/or any of their respective associates had or was deemed to have any interest or short position 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) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange.

#### *Long positions in the Shares*

Name of Director	Capacity/ Nature of Interest	Number of Shares interested (Note)	Approximate percentage of the total issued share capital of the Company
Mr. Zeng Wenyoun ( <i>Note 1</i> )	Beneficial owner	19,565,212 (L)	9.92%
Mr. Lee Hung Yuen ( <i>Note 2</i> )	Beneficial owner	13,043,483 (L)	6.61%

*Note:*

The letter “L” denotes the person’s long position in the Share.

- Mr. Zeng Wenyoun is an executive Director.
- Mr. Lee Hung Yuen is a non-executive Director.

As at the Latest Practicable Date, saved as disclosed above, none of the Directors and chief executive of the Company were interested in or were deemed to have interests or short positions 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 (i) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in

the register maintained by the Company referred to therein; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange; or (iv) were required to be disclosed under the Takeovers Code.

**(b) Interests of substantial Shareholders and other person**

As at the Latest Practicable Date, so far as was known to the Directors and chief executive of the Company, the following Shareholders (other than a Director or chief executive of the Company), had, or were deemed or taken 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 and required to be entered into the register maintained by the Company pursuant to Section 336 of the SFO, who were, directly or indirectly, interested in 5% or more of the number of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any option in respect of such capital:

Name	Capacity/ Nature of Interest	Number of Shares interested ( <i>Note</i> )	Approximate percentage of the total issued share capital of the Company
Mr. Wang Yang	Beneficial owner	15,535,000 (L)	7.87%
Grand Luxe Limited ( <i>Note 1</i> )	Beneficial owner	14,665,000 (L)	7.43%
Ms. Cao Junying	Beneficial owner	13,907,500 (L)	7.05%

*Note:*

The letter “L” denotes the person’s long position in the Share.

- As at the Latest Practicable Date, these 14,665,000 Shares were held by Grand Luxe Limited, which was in turn wholly owned by Mr. Xu Gefei. Accordingly, Mr. Xu Gefei was deemed to be interested in such 14,665,000 Shares held by Grand Luxe Limited pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Company, no person (other than a Director or chief executive of the Company) had, or was taken or deemed to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of



Divisions 2 and 3 of Part XV of the SFO, or who was, 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 other member of the Group.

#### 4. DIRECTORS' INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, (a) none of the Directors has or had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2023 (being the date to which the latest published audited accounts of the Group were made up); and (b) none of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group which is subsisting as at the Latest Practicable Date and is significant in relation to the business of the Group.

#### 5. LITIGATION

On 8 November 2022, the SFC filed a petition (the “**Petition**”) against the Company as the 1st respondent, alleging a series of complaints. These include, but are not limited to: (i) the share purchase transaction mentioned in the Company’s announcements on 21 January 2015, 27 January 2015, 11 February 2015, and 4 March 2015 was not a genuine sale; (ii) the Pengtian Loan was part of the transaction allegedly designed to help the buyer inject their own businesses into the Company and return the Company’s original packaging business to Mr. Chao Pang Ieng; (iii) the acquisition of the corporate secretarial, consultancy, and business valuation businesses (the “**Consultancy Business**”), as mentioned in the Company’s announcements on 10 November 2016 and 14 November 2016, was not a genuine and arm’s length transaction; and (iv) the Company’s public statements and announcements concerning the revenue and profitability of the Consultancy Business were (at least in part) not generated from genuine commercial transactions and were false or misleading.

The SFC seeks, inter alia, (i) a disqualification order against each of Mr. Ng Kwok Fai, Mr. Yang Zhihui, the Past Directors, the Past Company Secretary, Ms. Ngai and Ms. Duan pursuant in section 214(2)(d) of the SFO; and (ii) a compensation order that each of Mr. Ng Kwok Fai, Mr. Yang Zhihui, the Past Directors, Ms. Ngai and Ms. Duan shall pay the Company loss for which they were responsible together with interest thereon on a joint and several basis pursuant to section 214(2)(e) of the SFO.

The Company has been joined in the Petition for the purpose of enabling it to benefit from orders sought in the Petition, and for it to make any representation it thinks fit in the Petition. A case management conference related to the Petition has been scheduled for 12 June 2024. For further details, please refer to the Company's announcement dated 16 November 2022.

Save as disclosed, as at the Latest Practicable Date, no member of the Group was engaged in any litigation, claim or arbitration of material importance and there was no litigation, claim or arbitration of material importance known to the Directors to be pending or threatened against any member of the Group.

## **6. SERVICE CONTRACTS**

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

## **7. COMPETING INTEREST**

As at the Latest Practicable Date, none of the Directors, controlling Shareholder of the Company nor their respective close associates (as defined in the Listing Rules) had any interest in a business, which competes or may compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person has or may have with the Group which would be required to be disclosed pursuant to the Listing Rules.

## **8. MATERIAL CONTRACTS**

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

- (i) the conditional subscription agreement dated 26 April 2023 entered into between the Company and Mr. Zeng Wenyong for the subscription of 78,260,850 Shares at HK\$0.092 per Share;
- (ii) the conditional subscription agreement dated 26 April 2023 entered into between the Company and Mr. Lee Hung Yuen for the subscription of 52,173,933 Shares at HK\$0.092 per Share;

(iii) the joint venture agreement dated 31 July 2023 entered into between Capital Wealth Inc Limited, being an indirect wholly-owned subsidiary of the Company, and 泉州古德造木家居有限公司 in relation to the formation of a joint venture company with a capital contribution of RMB5.1 million by Capital Wealth Inc Limited; and

(iv) the Placing Agreement.

## 9. EXPERT AND CONSENT

The following is the qualification of the expert who have given opinion or advice contained in this Prospectus:

<b>Name</b>	<b>Qualification</b>
Prism Hong Kong and Shanghai Limited	Certified Public Accountant

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

As at the Latest Practicable Date, the above expert confirmed that the above expert (a) did not have any shareholding interest in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group; and (b) was not interested, directly or indirectly, in any assets which have been 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 since 31 December 2023, being the date to which the latest published audited accounts of the Company were made up.

## 10. EXPENSES

The expenses in connection with the Rights Issue, including Placing Commission and professional fees payable to financial advisers, legal adviser, reporting accountants, financial printer and other parties involved in the Rights Issue are estimated to be approximately HK\$868,000, which are payable by the Company.

**11. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE****Board of Directors***Executive Directors:*

Mr. Zeng Wenyou

Ms. Ngai Mei (*duties suspended*)

Ms. Duan Mengying (*duties suspended*)

*Non-executive Director:*

Mr. Lee Hung Yuen

*Independent Non-executive Directors:*

Mr. Chow Ming Sang

Mr. Chow Wai Hung Enzo

Mr. Tsang Hing Bun

*Audit Committee:*

Mr. Tsang Hing Bun (*Chairman*)

Mr. Chow Ming Sang

Mr. Chow Wai Hung Enzo

*Remuneration Committee:*

Mr. Tsang Hing Bun (*Chairman*)

Mr. Chow Ming Sang

Mr. Chow Wai Hung Enzo

*Nomination Committee:*

Mr. Chow Wai Hung Enzo (*Chairman*)

Mr. Chow Ming Sang

Mr. Tsang Hing Bun

**Registered office****Ocorian Trust (Cayman) Limited**

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

<b>Head office and principal place of business in Hong Kong</b>	Suite 1604, 16/F, Tower 6 The Gateway, Harbour City Tsim Sha Tsui Kowloon Hong Kong
<b>Authorised representatives</b>	Mr. Chang Chi Wai Stanley
<b>Company Secretary</b>	Mr. Chang Chi Wai Stanley (a member of The Hong Kong Institute of Certified Public Accountants)
<b>Principal share registrar and transfer office in the Cayman Islands</b>	<b>Ocorian Trust (Cayman) Limited</b> Windward 3 Regatta Office Park PO Box 1350 Grand Cayman KY1-1108 Cayman Islands
<b>Branch share registrar and transfer office in Hong Kong</b>	<b>Tricor Investor Services Limited</b> 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
<b>Principal bankers</b>	<b>Bank of China Limited</b> No. 1 and No. 5, No. 6, Shuanglong Road, Wenlong Street, Qijiang District, Chongqing, the PRC  <b>Industrial and Commercial Bank of China Limited</b> No. 45, Zongfu Road, Jinjiang District, Chengdu City, Sichuan Province, the PRC  <b>China Minsheng Banking Corp., Ltd.</b> 40/F, Two IFC, 8 Finance Street, Central, Hong Kong

**Bank of China (Hong Kong) Limited**

Apartments A-B on G/F & 1/F, Holly Mansion,  
37 Kimberley Road, Tsim Sha Tsui,  
Kowloon, Hong Kong

**DBS Bank Ltd.**

12 Marina Boulevard,  
Level 44-01 DBS Asia Central Marina Bay  
Financial Centre,  
Tower 3 Singapore 018982,  
Singapore

**Chongqing Rural Commercial Bank Co., Ltd.**

Annex 6, 7, No. 183,  
Xijiang Avenue, Shengquan Street,  
Jiangjin District, Chongqing City

**Legal adviser to the Company****Li & Partners**

22/F, World Wide House, 19 Des Voeux Road  
Central, Hong Kong

**Auditors****Prism Hong Kong and Shanghai Limited**

Units 1903–1905, 19/F, 8 Observatory Road,  
Tsim Sha Tsui, Kowloon, Hong Kong

**Financial Adviser to the Company****Diligent Capital Limited**

8/F, Hip Shing Hong Centre  
55 Des Voeux Road Central,  
Central, Hong Kong

**12. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT****a) Biographical details of Directors***Executive Directors*

**Mr. Zeng Wenyu (曾文佑) (“Mr. Zeng”)**, aged 60, has been an executive Director since 16 August 2023. Mr. Zeng has extensive experience in investment and management in various business sectors including technology and iron ore industry. Mr. Zeng is currently the Life Honorary President of the Xiamen Technology and Economy Advancement Association (廈門市科技經濟促進會) and the director of White Pigeon Online (Xiamen) Network Technology Co., Ltd (白鴿在綫(廈門)網絡科技有限公司). Mr. Zeng is also the major investor of Phil. Youbang Mining Int’l Corp. (菲律賓友邦礦業國際有限公司) and has been serving as the chairman of the board of directors since 2007. Mr. Zeng is experienced in risks management, and is knowledgeable in information technology including IT consultation for the insurance industry, data processing as well as the big data consolidated AI risks management system.

**Ms. Ngai Mei (魏薇) (“Ms. Ngai”)**, aged 40, has been an executive Director since 28 February 2017. Ms. Ngai also holds directorship in various subsidiaries of the Company. Ms. Ngai graduated from Manchester Metropolitan University, United Kingdom and has more than 10 years working experience in corporate management and merger and acquisition. Ms. Ngai once worked in China Minsheng Banking Corporation Limited (“CMBC”), during which time Ms. Ngai participated in the CMBC Initial Public Offerings, was responsible for overall planning of overseas investor relations and participated in various large roadshows cooperated closely with investment banks, financial public relation and related professional teams. Ms. Ngai also joined the acquisition of Asia Commercial Bank and participated in the license application of CMBC’s Hong Kong Branch. Ms. Ngai was also responsible for investor relations and corporate financing of Hong Kong listed companies, leading a number of financing projects.

Shareholders should be aware that Ms. Ngai’s duties as an executive Director, including her participation in Board meetings, have been suspended with effect from 22 September 2023 until further notice. This has been done to alleviate any concerns of the Shareholders. For more information, please refer to (i) the Company’s announcement dated 16 November 2022 regarding the petition filed by the Securities and Futures Commission on 8 November 2022, with the Company as the 1st respondent and Mr. Ng

Kwok Fai and Mr. Yang Zhihui, the Past Directors, the Past Company Secretary, Ms. Ngai and Ms. Duan as the other respondents, and (ii) the Company's announcement dated 22 September 2023 regarding the suspension of Ms. Ngai's duties.

**Ms. Duan Mengying (段夢穎) ("Ms. Duan")**, aged 36, has been an executive Director since 30 January 2020. Ms. Duan joined the Company as a chief financial officer on 1 April 2017. Ms. Duan has over 10 years of experience in auditing, accounting and financial management. Ms. Duan is well versed in accounting and financial management, especially in the areas of mergers and acquisitions, initial public offerings, group financing projects, forecasting and formulating of financial strategies, and in assessing new business opportunities for growth and profit potential. Ms. Duan obtained her Bachelor degree in accountancy and her Master degree in business information system from City University of Hong Kong. Ms. Duan is a member of the Hong Kong Institute of Certified Public Accountants.

Shareholders should be aware that Ms. Duan's duties as an executive Director, including her participation in Board meetings, have been suspended with effect from 15 September 2023 until further notice. This has been done to alleviate any concerns of the Shareholders. For more information, please refer to (i) the Company's announcement dated 16 November 2022 regarding the petition filed by the Securities and Futures Commission on 8 November 2022, with the Company as the 1st respondent and Mr. Ng Kwok Fai and Mr. Yang Zhihui, the Past Directors, the Past Company Secretary, Ms. Ngai and Ms. Duan as the other respondents, and (ii) the Company's announcement dated 15 September 2023 regarding the suspension of Ms. Duan's duties.

#### *Non-executive Directors*

**Mr. Lee Hung Yuen (李鴻淵) ("Mr. Lee")**, aged 53, has been a non-executive Director since 3 January 2024. Mr. Lee has over 25 years of experiences in business development and investment in China. Mr. Lee has been engaged in the manufacture and sale of electronic light-emitting diode lighting products since 1995. Mr. Lee has been a director of Jiangxi Province Yifeng Wanguo Mining Company Limited since November 2007, a company incorporated in PRC which conducts underground mining of non-ferrous polymetallic mineral resources in Jiangxi Province in PRC. Mr. Lee is currently the managing director of Longmax Holding (HK) Limited since 2006, a private company engaging in investment in the manufacturing field. Mr. Lee was a non-executive director of Goldstone Capital Group Limited (stock code: 1160) from 8 December 2021 to 11 October 2022 and a non-executive director of Wanguo International Mining Group Limited (stock code: 3939) from 12 June 2012 to 29 September 2021.



*Independent non-executive Directors*

**Mr. Chow Ming Sang (周明笙) (“Mr. M. Chow”)**, aged 50, has been an independent non-executive Director of the Company since 21 June 2019, and is a member of the nomination committee, audit committee and remuneration committee of the Company. Mr. M. Chow obtained his bachelor degree in Business Administration (Accounting) from Hong Kong University of Science and Technology in 1995. Mr. M. Chow is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a Certified Internal Auditors. Mr. M. Chow has over 25 years working experience of various industries in auditing, corporate governance and risk management advisory where Mr. M. Chow was the Advisory partner of a Big Four accounting firm since 2007 and was responsible for managing the Risk Advisory sub-service line’s strategic growth and development in various regions of Mainland China since 2011. From 2013 to 2016, Mr. M. Chow became the Committee member of The Internal Controls General Standards Committee of The Ministry of Finance (PRC) (中國財政部內部控制標準委員會委員), the only Hong Kong people and Big Four partner being appointed as a committee member. Prior to joining the Company, Mr. M. Chow was the General Manager of Risk & Control Department of Tahoe Group\* (泰禾集團) (Stock Code: 000732) from October 2018 to May 2019, the shares of which were listed on the Shenzhen Stock Exchange. Mr. M. Chow is currently the Chief Financial Officer of CIPRun Group (中細軟集團), a company based in Mainland China.

Mr. M. Chow has been an independent non-executive director in a number of Hong Kong listed companies, namely China Modern Dairy Holdings Ltd. (Stock code: 1117) since 1 July 2021, Redco Healthy Living Company Limited (Stock code: 2370) since 14 March 2022, China Rundong Auto Group Limited (Stock code: 1365) from 18 December 2020 to 31 August 2022 (the Company was delisted with effect from 31 October 2022) and China Maple Leaf Educational Systems Limited (Stock code: 1317) since 1 March 2024, the shares of these companies are listed on the main board of the Stock Exchange.

**Mr. Chow Wai Hung Enzo (周偉雄) (“Mr. W. Chow”)**, aged 49, has been a non-executive Director since 3 January 2024. Mr. W. Chow was graduated from the City University of Hong Kong in 1997 with a Bachelor of Laws (Hons) degree and received Postgraduate Certificate in Laws in 1998. Having received professional training for 2 years, Mr. W. Chow was admitted as a solicitor of the High Court of the Hong Kong Special Administrative Region (HKSAR) in 2000. Mr. W. Chow worked as a Government Counsel in the Department of Justice, Government of the HKSAR between 2000 and 2005, handling amongst others land and town planning disputes and related judicial review cases concerning the HKSAR Government. Mr. W. Chow was admitted

as a barrister-at-law of the HKSAR in 2006 and since then has been in private practice, focusing on civil litigation, until now. Mr. W. Chow was appointed by the Judiciary of the HKSAR as a Deputy District Judge for the period from 4 October 2021 to 22 October 2021. In the meantime, Mr. W. Chow is currently a Legal Advisor to the Chinese Medicine Council of Hong Kong.

**Mr. Tsang Hing Bun (曾慶贊) (“Mr. Tsang”)**, aged 43, has been an independent non-executive Director of the Company since 1 January 2023, and is the chairman of the remuneration committee and a member of the nomination committee and audit committee of the Company. Mr. Tsang holds a Bachelor Degree of Social Science from the Chinese University of Hong Kong and a Master of Science Degree in Finance from City University of Hong Kong. Mr. Tsang has more than 20 years of experience in audit, accounting, corporate finance and compliance. Mr. Tsang is a member of The Hong Kong Institute of Certified Public Accountants, an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Mr. Tsang is also a financial risk manager granted by Global Association of Risk Professionals.

Mr. Tsang has been (a) a non-executive director of Sino Oil and Gas Holdings Limited (stock code: 702), a company listed on the main board of the Stock Exchange, since 28 August 2020, (b) an executive director of Jimu Group Limited (stock code: 8187), a company listed on the GEM of the Stock Exchange, since 1 April 2022, and (c) an independent non-executive director of hmvod Limited (stock code: 8103), a company listed on the GEM of the Stock Exchange, since 20 July 2022.

Apart from the above, Mr. Tsang was also (i) an executive director of Carry Wealth Holdings Limited (stock code: 643), a company listed on the main board of the Stock Exchange, from July 2022 to February 2023; and (ii) an executive director of Kingkey Intelligence Culture Holdings Limited (stock code: 550), a company listed on the main board of the Stock Exchange, from September 2015 to September 2023.

**b) Business address of the Directors and the senior management of the Company**

The business addresses of the Directors, the senior management and authorised representatives are the same as the Company’s head office and principal place of business in Hong Kong located at Suite 1604, 16/F, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong.

**13. AUDIT COMMITTEE**

As at the Latest Practicable Date, the audit committee of the Board (the “**Audit Committee**”) comprised three independent non-executive Directors, namely, Mr. Tsang Hing Bun, Mr. Chow Ming Sang, and Mr. Chow Wai Hung Enzo. The Audit Committee is chaired by Mr. Tsang Hing Bun. The Audit Committee is responsible for monitoring and reviewing the risk management procedures and internal control system of the Group.

**14. BINDING EFFECT**

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

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

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed “9. Expert and Consent” in this appendix, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

**16. DOCUMENTS ON DISPLAY**

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

- (i) the annual reports of the Company for the years ended 31 December 2021 and 2022 respectively; the annual results announcement of the Company for the year ended 31 December 2023;
- (ii) the material contract disclosed in the paragraph under the heading “8. Material Contract” in this Appendix to this Prospectus;
- (iii) the letter from the Board, the text of which is set out on pages 10 to 32 of this Prospectus;

- (iv) the independent reporting accountants' assurance report on the unaudited pro forma financial information of the Group set out in Appendix II to this Prospectus;
- (v) the written consent of the expert referred to in the section headed "9. Expert and Consent" in this Appendix; and
- (vi) the Prospectus Documents.

**17. MISCELLANEOUS**

- a. As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- b. As at the Latest Practicable Date, the Group had no exposure to foreign exchange liabilities.
- c. The English text of this Prospectus shall prevail over their respective Chinese text for the purpose of interpretation.