
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action you should take, 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 Colour Life Services Group Co., Limited, you should at once hand the Prospectus Documents to the purchaser(s) or transferee(s) or to the bank, or licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s). The Prospectus Documents should not, however, be distributed, forwarded or transmitted to, into or from any jurisdiction where to do so might constitute a violation of the relevant local securities laws or regulations.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of the Prospectus Documents, make no representation as to their 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 “13. Documents registered by the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission, The Stock Exchange of Hong Kong Limited and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of the Prospectus Documents.

Subject to the granting of the listing of, and the 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 and you should consult a stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the 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 trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

This Prospectus is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdictions in which such offer, solicitation or sale would be unlawful.



COLOUR LIFE SERVICES GROUP CO., LIMITED 彩生活服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1778)

RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) EXISTING SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

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

The latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares is 4:00 p.m. on Monday, 17 March 2025. The procedures for acceptance, payment and transfer of Rights Shares are set out on pages 17 to 19 of this Prospectus.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions set out in the section headed “Letter from the Board – Conditions of the Rights Issue” in this Prospectus. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers. In the event that the Rights Issue is not fully subscribed, the Rights Shares not taken up by the Qualifying Shareholders will be made available for excess application under the EAFs. There is no minimum amount to be raised under the Rights Issue.

The Shares have been dealt on ex-right basis from Thursday, 20 February 2025. Dealings in the Rights Shares in nil-paid form will take place from Wednesday, 5 March 2025 to Wednesday, 12 March 2025 (both days inclusive). **Any Shareholder or other person dealing in Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not proceed. Shareholders or other persons contemplating any dealing in the Shares and/or nil-paid Rights Shares are recommended to consult their professional advisers.**

3 March 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	6
LETTER FROM THE BOARD	8
APPENDIX I – FINANCIAL INFORMATION OF THE GROUP	I-1
APPENDIX II – UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP	II-1
APPENDIX III – GENERAL INFORMATION	III-1

DEFINITIONS

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

“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Announcement”	the announcement of the Company dated 27 January 2025 regarding the Rights Issue
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“Business Day”	a day (excluding Saturday and Sunday and public holiday) on which licensed banks in Hong Kong are open for general business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China Clear”	China Securities Depository and Clearing Corporation Limited
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Colour Life Services Group Co., Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	the China Securities Regulatory Commission
“CSRC Notice”	the notice of the CSRC “Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect”(關於港股通下香港上市公司向境內原股東配售股份的備案規定)(Announcement [2016] No. 21)
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EAF(s)”	the excess application form(s) to be issued to the Qualifying Shareholders (other than the PRC Southbound Trading Investors) to apply for Rights Share in excess of their provisional entitlements under the Rights Issue
“Fantasia”	Fantasia Holdings Group Co., Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 1777)
“Fantasy Pearl”	Fantasy Pearl International Limited, a company incorporated in the British Virgin Islands with limited liability, which holds approximately 57.41% interest in Fantasia as at the Latest Practicable Date
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in effect
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Last Trading Day”	Friday, 24 January 2025, being the last trading day of the Shares on the Stock Exchange immediately prior to the publication of the Announcement
“Latest Practicable Date”	24 February 2025, 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 Monday, 17 March 2025 (or such other time and date as the Company may determine), being the latest time and date for acceptance of and payment for the Rights Shares and application for and payment for the excess Rights Shares

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) and other person(s) whom the Directors, after making relevant enquiries, consider it necessary or expedient not to offer the Rights Shares to on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company as at the close of business 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 provisional allotment letter(s) to be issued to the Qualifying Shareholders in respect of their assured entitlements under the Rights Issue
“PRC”	the People’s Republic of China which, for the purpose of this Prospectus, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“PRC Southbound Trading Investor(s)”	the PRC investor(s) who hold Shares through China Clear as nominee under the Shenzhen-Hong Kong Stock Connect and/or the Shanghai-Hong Kong Stock Connect
“Prospectus”	this prospectus as issued by the Company in connection with the Rights Issue
“Prospectus Documents”	the Prospectus, the PAL and the EAF
“Prospectus Posting Date”	Monday, 3 March 2025, or such other day as may be determined by the Company, for the despatch of the Prospectus Documents
“Qualifying Shareholder(s)”	Shareholder(s), other than the Non-Qualifying Shareholders, whose names(s) appear(s) on the register of members of the Company as at the close of business on the Record Date

DEFINITIONS

“Record Date”	Friday, 28 February 2025, or such other day as may be determined by the Company, being the date by reference to which entitlements to the Rights Issue will be determined
“Registrar”	the branch share registrar of the Company in Hong Kong, being, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Rights Issue”	the proposed issue by the Company of the Rights Shares at the Subscription Price on the basis of one (1) Rights Share for every four (4) existing Shares held on the Record Date payable in full on acceptance
“Rights Share(s)”	the new Shares to be issued and allotted under the Rights Issue
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of HK\$0.10 each
“Share Option Scheme”	the share option scheme adopted by the Company on 11 June 2014
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.165 per Rights Share
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Trial Administrative Measures”	the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies”(境內企業境外發行證券和上市管理試行辦法) promulgated by the CSRC effective from 31 March 2023
“Vested Share Options”	the 34,959,744 outstanding and vested share options to subscribe for new Shares granted under the Share Option Scheme
“%”	per cent.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Rights Issue, which has been prepared on the assumption that all the conditions to the Rights Issue will be fulfilled and is therefore for indicative purpose only.

All times and dates in this Prospectus refer to Hong Kong local times and dates unless otherwise specified. In the event that any special circumstances arise, such dates and deadlines may be adjusted, extended or varied by the Board if it considers appropriate. Any changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the website of the Stock Exchange and on the website of the Company as and when appropriate in accordance with the Listing Rules.

Events	Hong Kong Time and Date 2025
First day of dealings in nil-paid Rights Shares	Wednesday, 5 March
Latest time for splitting of PALs	4:30 p.m. on Friday, 7 March
Last day of dealings in nil-paid Rights Shares	Wednesday, 12 March
Latest Time for Acceptance of and payment for Rights Shares and application and payment for excess Rights Shares 4:00 p.m. on Monday, 17 March	
Announcement of the results of the Rights Issue	Monday, 24 March
Despatch of certificates for fully-paid Rights Shares and refund cheques (if any, for wholly and partially unsuccessful excess applications or if the Rights Issue is terminated)	Tuesday, 25 March
Expected first day of dealings in fully-paid Rights Shares on the Stock Exchange	Wednesday, 26 March

EXPECTED TIMETABLE

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

The latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning and/or “extreme conditions” as announced by the Hong Kong Government:

- (i) 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 of and payment for the Rights Shares and application and payment for excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) 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 of and payment for the Rights Shares and application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. in Hong Kong.

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in this section may be affected. The Company will notify the Shareholders by way of announcement of any change to the timetable for the Rights Issue as soon as practicable.

LETTER FROM THE BOARD



COLOUR LIFE SERVICES GROUP CO., LIMITED
彩生活服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1778)

Executive Directors

Mr. Liu Hongcai (*Executive President*)
Ms. Yang Lan (*Chief Financial Officer*)

Non-executive Directors

Mr. Zhu Jindong (*Chairman*)
Mr. Timothy David Gildner
Mr. Chen Wenjian

Independent Non-executive Directors

Mr. Lee Yan Fai
Mr. Zhang Raymond Yue
Ms. Yu Shan

Registered Office:

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

*Headquarters and Principal Place of
Business in the PRC:*

10/F, Tower B, the Platinum Tower
No. 1 Tairan 7th Road
Futian District
Shenzhen, the PRC

Principal Place of

Business in Hong Kong:
21/F., CMA Building
64 Connaught Road Central
Hong Kong

3 March 2025

To the Qualifying Shareholders

Dear Sir or Madam,

**RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE
FOR EVERY FOUR (4) EXISTING SHARES HELD ON THE
RECORD DATE ON A NON-UNDERWRITTEN BASIS**

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the Rights Issue.

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with (i) further information on the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to you; and (ii) certain financial and general information of the Group.

THE RIGHTS ISSUE

As disclosed in the Announcement, the Company proposes to implement the Rights Issue on the basis of one (1) Rights Share for every four (4) existing Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price of HK\$0.165 per Rights Share, to raise gross proceeds of up to (i) approximately HK\$61.36 million by issuing up to 371,881,438 Rights Shares (assuming no exercise of any Vested Share Options and no change in the number of Shares in issue on or before the Record Date); or (ii) approximately HK\$62.80 million by issuing up to 380,621,374 Rights Shares (assuming all Vested Share Options having been exercised and no other change in the number of Shares in issue on or before the Record Date).

The Rights Issue is not underwritten. The Rights Issue is available only to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders.

Details of the Rights Issue are set out below:

Issue statistics

Basis of the Rights Issue	:	one (1) Rights Share for every four (4) existing Shares held by the Qualifying Shareholders on the Record Date
Subscription Price	:	HK\$0.165 per Rights Share
Net price per Rights Share (i.e. Subscription Price less estimated expenses incurred in relation to the Rights Issue)	:	approximately (i) HK\$0.1623 per Rights Share (assuming no exercise of any Vested Share Options and no change in the number of Shares in issue on or before the Record Date); or (ii) HK\$0.1624 (assuming all Vested Share Options having been exercised and no other change in the number of Shares in issue on or before the Record Date)
Number of Shares in issue as at the Latest Practicable Date	:	1,487,525,754 Shares As at the Latest Practicable Date, the Company does not hold any treasury shares and there is no repurchased Share pending cancellation.

LETTER FROM THE BOARD

- Number of Rights Shares to be issued under the Rights Issue : up to (i) 371,881,438 Rights Shares (assuming no exercise of any Vested Share Options and no change in the number of Shares in issue on or before the Record Date); or (ii) 380,621,374 Rights Shares (assuming all Vested Share Options having been exercised and no other change in the number of Shares in issue on or before the Record Date)
- Aggregate nominal value of Rights Shares to be issued under the Rights Issue : (i) HK\$37,188,143.8 (assuming no exercise of any Vested Share Options and no change in the number of Shares in issue on or before the Record Date); or (ii) HK\$38,062,137.4 (assuming all Vested Share Options having been exercised and no other change in the number of Shares in issue on or before the Record Date)
- Enlarged issued share capital of the Company upon completion of the Rights Issue : up to (i) 1,859,407,192 Shares (assuming no exercise of any Vested Share Options and no change in the number of Shares in issue on or before the Record Date); or (ii) 1,903,106,872 Rights Shares (assuming all Vested Share Options having been exercised and no other change in the number of Shares in issue on or before the Record Date)
- Gross proceeds to be raised : up to (i) approximately HK\$61.36 million (assuming no exercise of any Vested Share Options and no change in the number of Shares in issue on or before the Record Date); or (ii) approximately HK\$62.80 million (assuming all Vested Share Options having been exercised and no other change in the number of Shares in issue on or before the Record Date)
- Right of excess applications : Qualifying Shareholders (other than the PRC Southbound Trading Investors) may apply for Rights Shares in excess of their provisional entitlements.

As at the Latest Practicable Date, save for the 34,959,744 outstanding Vested Share Options, the Company does not have any outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into or confer any right to subscribe for the Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

LETTER FROM THE BOARD

Assuming that there is no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the maximum of 371,881,438 Rights Shares proposed to be issued pursuant to the Rights Issue represent (i) approximately 25% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 20% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares immediately after completion of the Rights Issue.

Assuming that there is no change in the number of Shares in issue on or before the Record Date other than the full exercise of the Vested Share Options, and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the maximum of 380,621,374 Rights Shares proposed to be issued pursuant to the Rights Issue represent (i) approximately 25.59% of the issued share capital of the Company as at the Latest Practicable Date; (ii) approximately 25% of the issued share capital of the Company as enlarged by the exercise of the Vested Share Options in full; and (iii) approximately 20% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares immediately after completion of the Rights Issue.

The Company understands from Fantasia and Fantasy Pearl that after taking into account, among others, their respective financial conditions, neither of them will take up any Rights Shares under the Rights Issue. As at the Latest Practicable Date, no undertaking was given by Splendid Fortune to take up any of its entitlements under the Rights Issue.

Subscription Price

The Subscription Price is HK\$0.165 per Rights Share, which is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the Rights Issue or, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares. The Subscription Price represents:

- (i) the closing price of HK\$0.165 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) the closing price of HK\$0.165 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 2.14% to the average of the closing prices per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.1686; and

LETTER FROM THE BOARD

- (iv) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 0.43%, represented by a discount of the theoretical diluted price of approximately HK\$0.1679 per Share to the benchmarked price of approximately HK\$0.1686 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK\$0.165 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days preceding the Last Trading Day of approximately HK\$0.1686 per Share).

The Subscription Price was determined by the Company with reference to the recent market prices of the Shares, the current market conditions, the financial position of the Group and the reasons and benefits of the Rights Issue as discussed in the section headed “REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND INTENDED USE OF PROCEEDS” below in this Prospectus.

The Board considers that the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Non-underwritten basis

Subject to the fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event that the provisional allotments for the Rights Issue are not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders together with the Rights Shares not provisionally allotted to the Non-Qualifying Shareholders and unsold aggregated fractions of Rights Shares will be made available for excess application under the EAFs. There is no minimum subscription level and no minimum amount is required to be raised under the Rights Issue. There is also no statutory requirement regarding minimum subscription level in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, a Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code or result in the Company’s non-compliance with the public float requirement under Rule 8.08 of the Listing Rules. 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 PAL or for excess Rights Shares under the EAF can be scaled down to a level which (i) does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5)(b) of the Listing Rules; and (ii) does not result in the Company’s non-compliance with the public float requirement under Rule 8.08 of the Listing Rules.

LETTER FROM THE BOARD

Basis of provisional allotment

The basis of provisional allotment of Rights Shares will be one (1) Rights Share for every four (4) existing Shares held by the Qualifying Shareholders as at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotments should be made by completing a PAL (in accordance with the instructions printed thereon) and lodging the same with a remittance for the Rights Shares being applied for with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, on or before the Latest Time for Acceptance, which is expected to be 4:00 p.m. on Monday, 17 March 2025.

Qualifying Shareholders who take up their pro-rata assured entitlement in full will not suffer any dilution to their interests in the Company (except in relation to any dilution resulting from the taking up by third parties of any Rights Shares arising from the aggregation of fractional entitlements). If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Qualifying Shareholders

The Rights Issue will only be available to the Qualifying Shareholders and will not be available to the Non-Qualifying Shareholders. The Company will make available the Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date. To the extent legally permissible and reasonably practicable, the Prospectus will be made available to the Non-Qualifying Shareholder(s) (if any) for information only, but the Company will not send the PAL and EAF to the Non-Qualifying Shareholder(s) (if any).

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be a Non-Qualifying Shareholder on the Record Date. In order to be registered as a member of the Company on the Record Date, all transfer documents for the Shares (together with the relevant share certificate(s)) must have been lodged for registration with the Registrar by no later than 4:30 p.m. on Friday, 21 February 2025.

Shareholders and investors of the Company should consult their professional advisers if they are in doubt.

LETTER FROM THE BOARD

Rights of PRC Southbound Trading Investors

According to the “Stock Connect Southbound Shareholding Search” available on the Stock Exchange’s website, as at the Latest Practicable Date, China Clear held 51,464,273 Shares, representing approximately 3.45% of the total issued Shares.

The PRC Southbound Trading Investors may participate in the Rights Issue through China Clear. China Clear will provide nominee services for the PRC Southbound Trading Investors to (a) sell their nil-paid Rights Shares on the Stock Exchange; and/or (b) subscribe for their pro-rata entitlement in respect of Shares held on the Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations. However, China Clear will not support applications by such PRC Southbound Trading Investors for excess Rights Shares under the Rights Issue through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect.

In additional, the PRC Southbound Trading Investors (or the relevant China Clear participants as the case may be) whose stock accounts in China Clear are credited with nil-paid Rights Shares can only sell those nil-paid Rights Shares through the Shanghai-Hong Kong Stock Connect and/or the Shenzhen-Hong Kong Stock Connect if such nil-paid Rights Shares are listed on the Stock Exchange but cannot purchase any nil-paid Rights Shares or transfer such nil-paid Rights Shares to other PRC Southbound Trading Investors.

The Company will file the Prospectus Documents with the CSRC in accordance with the CSRC Notice and after the Company completes such filing, the PRC Southbound Trading Investors may participate in the Rights Issue through China Clear.

The PRC Southbound Trading Investors should consult their intermediary (including brokers, custodians, nominees or China Clear participants) and/or other professional advisers for details of the logistical arrangements as required by China Clear, and provide instructions to such intermediary in relation to the acceptance and/or sale of the nil-paid Rights Shares. Such instructions should be given in advance of the relevant dates set out in the Prospectus and otherwise in accordance with the requirements of the intermediary of the PRC Southbound Trading Investors and/or China Clear in order to allow sufficient time to ensure that such instructions are given effect.

According to the PRC legal adviser of the Company, as the Prospectus Documents are not intended to be filed with or approved by the CSRC other than in accordance with the CSRC Notice and, if necessary, the Trial Administrative Measures, the Rights Shares (both in nil-paid and fully-paid forms) issued to the PRC Southbound Trading Investors may not be offered or sold directly or indirectly in the PRC to any person or entity, unless through Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect, or such person or entity has otherwise been exempt by or has obtained the necessary and appropriate approvals from the relevant PRC authorities in accordance with the applicable PRC laws and regulations.

LETTER FROM THE BOARD

The Prospectus Documents may not be publicly distributed in or forwarded to the PRC or used in connection with any offer for subscription or sale of the Rights Shares (both in nil-paid and fully-paid forms) in the PRC, except that the same may be despatched to China Clear or to the extent in compliance with applicable PRC laws and regulations, and the Prospectus Documents may not be made publicly available in the PRC.

Rights of Overseas Shareholder(s) (if any)

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than (a) Hong Kong and (b) the PRC in accordance with the CSRC Notice and, if necessary, the Trial Administrative Measures. Overseas Shareholders (if any) may not be eligible to take part in the Rights Issue as explained below.

According to the register of members of the Company as at the Latest Practicable Date, no Overseas Shareholder is identified. As the register of members is already closed as at the Latest Practicable Date and will remain closed up to the Record Date, there will be no Non-Qualifying Shareholder as at the Record Date. Accordingly, there will be no Non-Qualifying Shareholder for the purpose of the Rights Issue.

Since there will be no Non-Qualifying Shareholder as shown on the register of members of the Company on the Record Date, no arrangements will need to be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders (if any) to be provisionally allotted to a nominee and to be sold in the market in their nil-paid form.

Distribution of the Prospectus Documents

The Rights Issue will only be available to the Qualifying Shareholders and will not be available to the Non-Qualifying Shareholders. To the extent legally permissible and reasonably practicable, the Prospectus will be made available to the Non-Qualifying Shareholder(s) (if any) for information only, but the Company will not send the PAL and EAF to the Non-Qualifying Shareholder(s) (if any).

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

LETTER FROM THE BOARD

Receipt of this Prospectus and/or a PAL and/or an EAF or the crediting of nil-paid Rights Shares to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, this Prospectus and/or a PAL and/or an EAF must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this Prospectus and/or a PAL and/or an EAF or whose stock account in CCASS is credited with nil-paid Rights Shares should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer the nil-paid Rights Shares to any person in, into or from, any such jurisdiction. If a PAL or an EAF or a credit of nil-paid Rights Shares in CCASS is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL (or apply for any excess Rights Shares under the EAF) or transfer the nil-paid Rights Shares in CCASS unless the Company determines that such action would not violate any applicable legal or regulatory requirements. The Company reserves the right to refuse to permit any Shareholder to take up his/her/its nil-paid Rights Shares or apply for excess Rights Shares where it believes that doing so would violate the Listing Rules or any applicable securities legislation or other laws or regulations of any jurisdiction.

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

It is the responsibility of any person (including, but not limited to, any agent, custodian, nominee or trustee) outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including obtaining any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. Such persons should consult their own professional advisers if in doubt.

Fractional entitlement to the Rights Shares

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated and rounded down to the nearest whole number. Any Rights Shares created from the aggregation of fractions of the Rights Shares will be sold in the market for the benefit of the Company if a premium (net of expenses) can be obtained. Any unsold Rights Shares representing the aggregation of the fractions of the Rights Shares will be made available for excess application by the Qualifying Shareholders (other than the PRC Southbound Trading Investors) as described in the section headed "Application for excess Rights Shares" below.

LETTER FROM THE BOARD

Odd lot arrangement

No odd lot matching services will be provided.

Application for the Rights Shares

The PALs and EAFs relating to the Rights Shares are enclosed with this Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein by completing such form(s) and lodging the same with separate remittance for the Rights Shares being applied for with the Registrar by the Latest Time for Acceptance.

Procedures for acceptance, payment and transfer

The PAL, as an actionable corporate communication and a temporary document of title, will be despatched in printed form to the Qualifying Shareholder(s) and entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If the Qualifying Shareholder(s) wish(es) to take up his/her/its right to subscribe for any or all the Rights Shares provisionally allotted to him/her/its as specified in the PAL, he/she/they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Monday, 17 March 2025 (or, under bad weather conditions, such later time or date as mentioned in the section headed "Effect of Bad Weather on the Latest Time for Acceptance of and Payment for the Rights Shares and Application and Payment for excess Rights Shares" in "Expected Timetable" in this Prospectus). All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**COLOUR LIFE SERVICES GROUP CO LIMITED – PAL**" and crossed "**Account Payee Only**".

It should be noted that unless the PAL, together with the appropriate remittance, has been lodged with the Registrar by the Latest Time for Acceptance, 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 entitlements thereunder will be deemed to have been declined and will be cancelled, and such Rights Shares will be made available for application under the EAFs by the Qualifying Shareholders. The Company is not obliged but may, at its absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

LETTER FROM THE BOARD

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 part/all of their rights to more than one person, the original PAL must be surrendered for cancellation by no later than 4:30 p.m. on Friday, 7 March 2025 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required. The new PALs will be available for collection from the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL. This process is commonly referred to as "splitting" of nil-paid rights. It should be noted that Hong Kong stamp duty is payable in connection with a transfer of rights to subscribe for the Rights Shares. 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 securities or other laws or regulations of any jurisdiction.

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. Qualifying Shareholders are advised to study the procedures set out in the PAL carefully. All cheques or banker's cashier orders will be presented for payment immediately upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of a PAL together with a cheque or banker's cashier order in payment for the Rights Shares applied for will constitute a warranty by the applicant that the cheque or banker's cashier order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right and is in its absolute discretion to reject any PAL in respect of which the cheque or banker's cashier order is dishonoured upon first presentation, and in that event the provisional allotment and all rights and all such assured entitlements thereunder will be deemed to have been declined and will be cancelled.

If any of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" in the "Letter from the Board" of this Prospectus is not fulfilled, the Rights Issue will not proceed. Under such circumstances, the monies received in respect of application for the Rights Shares will be returned to the relevant applicants or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or about Tuesday, 25 March 2025.

No receipt will be issued in respect of any application monies received.

LETTER FROM THE BOARD

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

Application for excess Rights Shares

The Qualifying Shareholders (other than the PRC Southbound Trading Investors) may apply, by way of excess application, for any unsold entitlements of the Non-Qualifying Shareholders and for any Rights Shares provisionally allotted but not accepted, and the excess Rights Shares represent:

- (i) any Rights Shares provisionally allotted but not accepted by any of the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance;
- (ii) any Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders; and
- (iii) any Rights Shares created from the aggregation of unsold fractions of Rights Shares not provisionally allotted to the Qualifying Shareholders.

Qualifying Shareholders (other than the PRC Southbound Trading Investors) who wish to apply for excess Rights Shares in addition to their provisional allotment must complete and sign an EAF (in accordance with the instructions printed thereon) and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 4:00 p.m. on Monday, 17 March 2025. All remittances must be made in Hong Kong dollars by cheques which must be drawn on a bank account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to **“COLOUR LIFE SERVICES GROUP CO LIMITED – EAF”** and crossed **“Account Payee Only”**.

The EAF is for use only by the person(s) to whom it is addressed and is not transferable.

LETTER FROM THE BOARD

All cheques or cashier's orders accompanying completed EAFs 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 EAF together with a cheque or a cashier's order in payment for the excess Rights Shares applied for will constitute a warranty by the applicant 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 EAF in respect of which the cheque or cashier's order is dishonoured on first presentation. The Company may, at its discretion, treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the EAF is not completed in accordance with the relevant instructions. The Company may require such incomplete EAF to be completed by the relevant applicants at a later stage.

Shareholders whose Shares are held by a nominee company (or which are deposited in CCASS) should note that the Board will regard such nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually save and except for the beneficial owner(s) which the Company may permit in its absolute discretion. Beneficial owners whose Shares are held by a nominee company (or which are deposited in CCASS) are advised to consider whether they would like to arrange for the registration of their Shares in their own names prior to the Record Date.

If no excess Rights Shares are allotted to a Qualifying Shareholder who has applied for excess Rights Shares, the remittance tendered on application is expected to be returned by refund cheque to that Qualifying Shareholder in full without interest by ordinary post to their registered address and at their own risk by the Registrar on or before Tuesday, 25 March 2025.

If the number of excess Rights Shares allotted to a Qualifying Shareholder is less than that applied for, the surplus application monies is also expected to be returned by refund cheque to that Qualifying Shareholder without interest by ordinary post to their registered address at their own risk by the Registrar on or before Tuesday, 25 March 2025.

If any of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" in the "Letter from the Board" of this Prospectus is not fulfilled, the Rights Issue will not proceed. Under such circumstances, the monies received in respect of application for the excess Rights Shares will be returned to the relevant applicants or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or about Tuesday, 25 March 2025.

No receipts will be given in respect of any application monies received.

LETTER FROM THE BOARD

Basis of allocation of excess Rights Shares

The Company will allocate the excess Rights Shares (if any) at its discretion on a fair and equitable basis as far as practicable on the following principles:

- (i) any excess Rights Shares will be allocated to Qualifying Shareholders (other than the PRC Southbound Trading Investors) who apply for them on a pro-rata basis by reference to the number of the excess Rights Shares applied for;
- (ii) no reference will be made to the Rights Shares subscribed through applications by the PALs or the existing number of Shares held by the Qualifying Shareholders; and
- (iii) no preferences will be given to applications for topping up odd-lots to whole board lots.

Pursuant to Rule 7.21(3)(b) of the Listing Rules, the Company will also take steps to identify the applications for excess Rights Shares made by any controlling shareholders or its associates (together, the “**Relevant Shareholders**”), whether in their own names or through nominees. The Company shall disregard the Relevant Shareholders’ applications for excess Rights Shares to the extent that the total number of excess Rights Shares they have applied for exceeds a maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by the Relevant Shareholders under their assured entitlement to the Rights Shares.

If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/ or transferees of nil-paid Rights under the PALs is greater than the aggregate number of excess Rights Shares applied for through the EAFs, the Company will allocate to each Qualifying Shareholder (other than the PRC Southbound Trading Investors) who applies for excess Rights Shares in full in accordance with the number of excess Rights Shares applied for.

In the event that the Board notes unusual patterns of excess applications and has reason to believe that any excess application may have been made with the intention to abuse the mechanism, such application(s) for the excess Rights Shares may be rejected at the sole discretion of the Board.

Status of the Rights Shares

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

LETTER FROM THE BOARD

The Irrevocable Undertaking

As at the Latest Practicable Date, the Board has not received any irrevocable undertaking from any Shareholders to take up the Rights Shares to be provisionally allotted to them under the Rights Issue.

Application for listing of the Rights Shares

The Company has applied 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. The board lot size of the nil-paid Rights Shares will be the same as that of the fully-paid Rights Shares, i.e. 1,000 Shares in one board lot.

No equity or debt securities of the Company in issue or the Rights Shares for which listing or permission to deal in is to be sought is or will be listed or dealt in on any other stock exchange.

Admission of Rights Shares 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 are expected to 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 may be determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and the HKSCC Operational Procedures in effect from time to time. Shareholders whose Shares are held through CCASS 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 payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy or any other applicable fees and charges in Hong Kong.

LETTER FROM THE BOARD

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, subscribing, exercising, disposing of or dealing in the nil-paid Rights Shares or the fully-paid Rights Shares. It is emphasised that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

Share certificates and refund cheques for Rights Issues

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 Tuesday, 25 March 2025. Those entitled, except HKSCC Nominees Limited, and in the case of joint Qualifying Shareholders, the first-named Qualifying Shareholder, will receive one share certificate for all the Rights Shares in fully-paid form, allotted and issued thereto.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on Tuesday, 25 March 2025 by ordinary post to the applicants' registered address, at their own risk.

Conditions of the Rights Issue

The Rights Issue is conditional upon the fulfilment of each of the following conditions:

- (i) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms);
- (ii) the electronic submission to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively of each of the Prospectus Documents no later than the Prospectus Posting Date in compliance with the Companies (WUMP) Ordinance and the requirements of the Listing Rules;
- (iii) the Prospectus Documents having been made available to the Qualifying Shareholders on the Prospectus Posting Date, and the Prospectus having been made available to the Non-Qualifying Shareholders, if any, for information purpose only on the Prospectus Posting Date; and

LETTER FROM THE BOARD

- (iv) each condition to enable the Rights Shares in their nil-paid or fully-paid forms to be admitted as eligible securities for deposit, clearance and settlement in CCASS having been satisfied on or before the Business Day prior to the commencement of trading of the Rights Shares (in their nil-paid and fully-paid forms, respectively) and no notification having been received by the Company from the HKSCC by such time that such admission or facility for holding and settlement has been or is to be refused.

None of the above conditions can be waived. If any of the above conditions is not satisfied, the Rights Issue will not proceed.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately upon completion of the Rights Issue assuming (1) all of the Rights Shares have been taken up by the Qualifying Shareholders (except Fantasia and Fantasy Pearl) and no excess Rights Shares have been taken up; and (2) all of the Rights Shares have been taken up by the Qualifying Shareholders (except Fantasia and Fantasy Pearl) and all excess Rights Shares have been taken up on pro-rata basis:

- (a) **assuming no Vested Share Options have been exercised and there is no other change in the number of Shares in issue on or before the Record Date**

Shareholders	As at the Latest Practicable Date		Immediately after completion of the Right Issue			
			Assuming all of the Rights Shares have been taken up by the Qualifying Shareholders (except Fantasia and Fantasy Pearl) and no excess Rights Shares have been taken up		Assuming all of the Rights Shares have been taken up by the Qualifying Shareholders (except Fantasia and Fantasy Pearl) and all excess Rights Shares have been taken up on pro-rata basis	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Fantasia (Note 1)	780,104,676	52.44	780,104,676	46.89	780,104,676	41.95
Fantasy Pearl (Note 1)	2,302,796	0.15	2,302,796	0.14	2,302,796	0.12
Splendid Fortune Enterprise Limited ("Splendid Fortune") (Note 2)	231,235,846	15.54	289,044,807	17.37	353,190,305	18.99
Sub-total	1,013,643,318	68.13	1,071,452,279	64.40	1,135,597,777	61.06
Public	473,882,436	31.87	592,353,045	35.60	723,809,415	38.94
Total	1,487,525,754	100	1,663,805,324	100	1,859,407,192	100

LETTER FROM THE BOARD

(b) assuming all Vested Share Options have been exercised in full and there is no other change in the number of Shares in issue on or before the Record Date

Shareholders	Immediately after completion of the Right Issue							
	As at the Latest Practicable Date		Assuming all Vested Share Options have been exercised in full as at the Record Date		Assuming all of the Rights Shares have been taken up by the Qualifying Shareholders (except Fantasia and Fantasy Pearl) and no excess Rights Shares have been taken up		Assuming all of the Rights Shares have been taken up by the Qualifying Shareholders (except Fantasia and Fantasy Pearl) and all excess Rights Shares have been taken up on pro-rata basis	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Fantasia (Note 1)	780,104,676	52.44	780,104,676	51.24	780,104,676	45.69	780,104,676	40.99
Fantasy Pearl (Note 1)	2,302,796	0.15	2,302,796	0.15	2,302,796	0.13	2,302,796	0.12
Splendid Fortune (Note 2)	231,235,846	15.54	231,235,846	15.19	289,044,807	16.93	350,160,205	18.40
Sub-total	1,013,643,318	68.13	1,013,643,318	66.58	1,071,452,279	62.75	1,132,567,677	59.51
Director								
Mr. Liu Hongcai	-	-	290,400	0.02	363,000	0.02	439,752	0.02
Public	473,882,436	31.87	508,551,780	33.40	635,689,725	37.23	770,099,443	40.47
Total	1,487,525,754	100	1,522,485,498	100	1,707,505,004	100	1,903,106,872	100

Notes:

- As at the Latest Practicable Date, Fantasia is owned as to 57.41% by Fantasy Pearl, which is owned as to 80% by Ice Apex Limited. Ice Apex Limited is wholly owned by Ms. Zeng Jie, Baby.
- As at the Latest Practicable Date, Splendid Fortune is owned as to 67.36% by Delight Vision Holdings Limited and 32.64% by Shenyang International Investment Co., Ltd. Delight Vision Holdings Limited is wholly owned by Jovial New Limited which is owned as to 100% by Ms. Zeng Jie, Baby.

POSSIBLE ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

As at the Latest Practicable Date, there are 34,959,744 outstanding Vested Share Options granted by the Company under the Share Option Scheme, entitling the holders thereof to subscribe for up to an aggregate of 34,959,744 Shares.

Pursuant to the terms of the Share Option Scheme, the subscription prices on the exercise of the Vested Share Options and/or number of Shares related to the Vested Share Options may be adjusted in accordance with the Share Option Scheme as a result of the Rights Issue.

The Company will notify the holders (if any) of the Vested Share Options and the Shareholders by way of announcement (as and when appropriate) regarding adjustments to be made (if any) pursuant to the terms of the Share Option Scheme.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND INTENDED USE OF PROCEEDS

The Group is principally engaged in (1) the provision of property management services, which primarily include: (i) provision of services for communities under lump sum basis; (ii) provision of services for communities under commission basis; (iii) provision of pre-delivery services for property developers; and (iv) provision of consultancy services for property management companies; and (2) the provision of value-added services, which primarily include: (i) online promotion services; (ii) sales and rental assistance services; (iii) engineering services; and (iv) other value-added services.

The estimated net proceeds of the Rights Issue, if fully subscribed, will be up to approximately HK\$60.36 million (assuming no exercise of any Vested Share Options and no change in the number of Shares in issue on or before the Record Date) or approximately HK\$61.80 million (assuming all Vested Share Options having been exercised and no other change in the number of Shares in issue on or before the Record Date). The Company intends to utilise the net proceeds from the Rights Issue as follows: (i) 40% of the net proceeds will be applied to the general working capital of the Group; (ii) 20% of the net proceeds will be applied to the application of artificial intelligence technology in the Group's community operations and big data construction in order to improve efficiency of the Group's services; (iii) 20% of the net proceeds will be applied to the development of the Group's community value-added services; and (iv) the remaining 20% of the net proceeds will be applied to working capital reserve. In the event that there is an under-subscription of the Rights Issue, the net proceeds will be utilised first for general working capital and the balance for the above purposes set out in in (ii), (iii) and (iv) on a pro-rata basis in the same proportion.

As disclosed in the Company's 2024 interim report, as at 30 June 2024, the bank balance and cash of the Company was approximately RMB728.7 million, among which approximately RMB400 million had already been allocated to the reserve for emergency and ad-hoc uses for the Group's projects (over 1,900 projects in the PRC as at 30 June 2024), and the balance would be used to repay part of the trade payables due within 60 days in the amount of approximately RMB214.2 million and other operating expenses such as salary and tax in the amount of approximately RMB157.4 million. The Board considers that it would be financially prudent to increase the cash flow of the Company, especially in view of the current challenging market conditions, in order to (i) further enhance the working capital level of the Company for operational needs, including to maintain more offshore funds for offshore management and operations; (ii) increase the working capital safety reserve to cater for unexpected circumstances; and (iii) support its business expansion and development, such as the application of artificial intelligence in its existing business.

LETTER FROM THE BOARD

The Board considers it is prudent and preferable to finance the long-term growth of the Group in the form of equity fund raising which will not increase the Group's financing costs. The Board believes that the Rights Issue would offer equal opportunities and flexibility to the Qualifying Shareholders to choose whether to maintain, increase or decrease their respective pro rata shareholdings in the Company by taking up their respective rights entitlement, applying for excess Rights Shares (except for the PRC Southbound Trading Investors), acquiring additional rights entitlement or disposing of their rights entitlements in the open market (subject to availability). The Rights Issue may provide the Shareholders with a better and more diversified channel for investment returns. Also, the Rights Issue will enable the Group to strengthen its capital reserve and may enhance the Group's financial position to support its future development and possible investment and acquisition opportunities should suitable opportunities arise in the future.

The Directors consider that, despite any potential dilution impact of the proposed Rights Issue on the shareholding interests of the Shareholders, the Rights Issue is the best interest of the Company and the Shareholders as a whole, taking into account: (i) the Rights Issue provides the Qualifying Shareholders with an opportunity to maintain their respective pro rata shareholding interests in the Company by subscribing for their pro-rata Rights Shares at a discount to the prevailing market price of the Shares; (ii) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue are able to sell the nil-paid rights in the market; and (iii) the net proceeds from the Rights Issue can fulfil the funding needs of the Group.

Having considered the above, the Board is of the view that the Rights Issue is in the best interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

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

LISTING RULES IMPLICATIONS

As (i) the Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the Latest Practicable Date; (ii) the proposed Rights Issue will not increase either the total number of issued Shares (excluding treasury shares) or the market capitalisation of the Company by more than 50%; and (iii) the Rights Issue is not underwritten by a director, chief executive or controlling or substantial shareholder (or any of their respective associates) of the Company, the Rights Issue is not subject to minority shareholder's approval pursuant to Rule 7.19A of the Listing Rules. In addition, the Rights Issue does not result in a theoretical dilution effect of 25% or more.

LETTER FROM THE BOARD

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

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Accordingly, if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.

Subject to the fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. If there is an undersubscription of the Rights Issue as a result of excess Rights Shares not being fully taken up by Qualifying Shareholders or transferees of nil-paid Rights Shares, the size of the Rights Issue will be reduced accordingly.

Any dealings in the Shares from the Latest Practicable Date up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not proceed. 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.

The Shares have been dealt in on an ex-rights basis from Thursday, 20 February 2025. Dealings in the Rights Shares in nil-paid form are expected to take place from Wednesday, 5 March 2025 to Wednesday, 12 March 2025 (both days inclusive). Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

ADDITIONAL INFORMATION

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

Yours faithfully,
By Order of the Board
Colour Life Services Group Co., Limited
ZHU Jindong
Chairman

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for each of the three financial years ended 31 December 2021, 2022 and 2023 and the six months ended 30 June 2024, together with the relevant notes thereto, were disclosed in the relevant annual reports and interim report of the Company which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://www.colourlife.hk>), the links to which are shown below for reference:

- (i) annual report of the Company for the year ended 31 December 2021 published on 10 August 2023 (pages 73 to 172) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0810/2023081000487.pdf>;
- (ii) annual report of the Company for the year ended 31 December 2022 published on 10 August 2023 (pages 73 to 172) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0810/2023081000536.pdf>;
- (iii) annual report of the Company for the year ended 31 December 2023 published on 29 April 2024 (pages 71 to 168) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0429/2024042904579.pdf>; and
- (iv) interim report of the Company for the six months ended 30 June 2024 published on 25 September 2024 (pages 31 to 56) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0925/2024092501497.pdf>.

2. STATEMENT OF INDEBTEDNESS

At the close of business on 3 February 2025, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this Prospectus, the Group did not have any debt securities issued and outstanding, and authorised or otherwise created but unissued, and term loans, any other outstanding loan capital, any other borrowings or indebtedness in the nature of borrowing including bank overdrafts, liabilities under acceptances (other than normal trade bills) or similar indebtedness, debentures, mortgages, charges, loans, acceptance credits, hire purchase commitments, guarantees or other contingent liabilities.

3. WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, in the absence of unforeseen circumstances, and after taking into account the Group's present internal resources and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its business operations for at least the next twelve months from the date of this Prospectus. The Company has obtained the relevant confirmation as required under Rule 9.20(1) of the Listing Rules.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2023, being the date to which the latest audited consolidated financial statements of the Group were made up, and up to and including the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

Looking forward to 2025, the Company will embrace "Steady Progress" as its annual theme. With steady strides and unwavering determination for long-term success, the Company remains true to its founding mission and maintains an optimistic outlook for the future.

In 2025, the Group will always maintain a sense of crisis, embedding this mindset into the Group's daily operations. The Group will exercise caution and foresight, proactively driving change and navigating complex environments with a long-term perspective. In the face of economic restructuring and diminishing growth advantages, the Company will actively embrace technological changes and comprehensively improve the quality of property services in terms of safety, convenience and efficiency by utilizing the artificial intelligence technologies such as digital employees, AI work robots and AI image recognition. At the same time, the Company will give full play to the significant role of big data in operational management, implement refined and data-based management in all aspects of property services, achieve the optimized allocation and efficient use of resources, enhance management efficiency and reduce operating costs. It will leverage its acumen and agility to identify new development opportunities, promote diverse services such as community-based elderly care, home services, and community bulk order, and actively build "property services + life services" to meet public's need for a better quality of life. It also actively responds to the country's goal of achieving carbon peak and carbon neutrality, creates green properties, pursues sustainable development, and develops green, low-carbon and environmentally friendly businesses such as energy management. Dual focus on team culture and institutional support will strengthen the sense of responsibility and crisis awareness among all employees. By aligning clear goals with incentive mechanisms, the Company aims to energise its teams and promote the Company's sustainable growth through diligence and pragmatic action.

Service quality is fundamental to a company’s survival. The Company is committed to continuous investment in property services and safety management, earning the trust of property owners through high standards. Superior quality serves as the essential foundation for maintaining market competitiveness. The Company will establish closed-loop management, strengthen coordination between headquarters and frontline teams, and leverage technology to streamline processes, reduce costs, and boost productivity to ensure effective management and inject new vitality into the Company’s operations.

The Company will seamlessly integrate AI technologies into its daily operations, leveraging high-tech tools such as digital employees and AI-driven image recognition to enhance productivity and service quality, with examples including digital employees, intelligent customer service, and advanced surveillance networks. The Company will also contribute to the development of certain smart cities.

Furthermore, in response to China’s “Dual Carbon” goals of achieving carbon peaking and carbon neutrality, the Company has carried out relevant groundwork and business development in the energy storage sector.

For illustrative purpose only, set out below is the unaudited pro forma statement of adjusted consolidated net tangible assets 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. STATEMENT OF UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET
TANGIBLE ASSETS OF THE GROUP**

The following is the statement of unaudited proforma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company (the “**Unaudited Pro Forma Financial Information**”) which has been prepared by the directors of the Company in accordance with Rule 4.29 of the Listing Rules to illustrate the effect of the Rights Issue on the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as if the Rights Issue had taken place on 30 June 2024.

The Unaudited Pro Forma Financial Information is prepared for illustrative purpose only and based on the judgements, estimates and assumptions of the directors of the Company, and because of the hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to the owners of the Company as at the date to which it is made up or at any future date.

The Unaudited Pro Forma Financial Information is prepared based on the unaudited consolidated net tangible assets of the Group attributable to owners of Company as at 30 June 2024 as extracted from the published interim report of the Company for the six months ended 30 June 2024 and is adjusted for the effect of the Rights Issue as if the Rights Issue had been completed on 30 June 2024.

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

	Unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2024 <i>(Note 1)</i> RMB'000	Estimated net proceeds from the Rights Issue <i>(Note 2)</i> RMB'000	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company immediately after the completion of the Rights Issue RMB'000
Based on 371,881,438 Rights Shares to be issued at the Subscription Price of HK\$0.165 per Rights Share	<u>3,386,538</u>	<u>55,564</u>	<u>3,442,102</u>
Unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2024 per Share before the completion of the Rights Issue <i>(Note 3)</i>			<u>RMB2.28</u>
Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company per Share immediately after the completion of the Rights Issue <i>(Note 4)</i>			<u>RMB1.85</u>

Notes:

1. The unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2024 are based on the unaudited consolidated net assets attributable to the owners of the Company in the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2024 as set out in the published interim report of the Company for the six months ended 30 June 2024 after deducting goodwill of approximately RMB905,425,000 as extracted from the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2024 as extracted from the published interim report of the Company for the six months ended 30 June 2024.
2. The estimated net proceeds from the Rights Issue of approximately RMB55,564,000 are calculated based on the maximum number of 371,881,438 Rights Shares (in the proportion of one (1) Rights Shares for every four (4) existing Shares held on the Record Date which is 1,487,525,754 Shares) to be issued at the Subscription Price of HK\$0.165 per Rights Share assuming full acceptance of the Rights Shares by all of the Qualifying Shareholders after deducting all directly attributable transaction costs which is estimated to be approximately RMB920,000.
3. The unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2024 per Share before the completion of the Rights Issue is calculated based on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2024 before the completion of the Rights Issue of approximately RMB3,386,538,000 divided by 1,487,525,754 existing Shares in issue as at 30 June 2024.
4. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately after the completion of the Rights Issue (assuming full acceptance of the Rights Shares by all of the Qualifying Shareholders) is arrived at based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity owners of the Company immediately after completion of the Rights Issue of approximately RMB3,442,102,000 divided by 1,859,407,192 pro forma Shares which comprise (i) 1,487,525,754 existing Shares in issue as at 30 June 2024, and (ii) 371,881,438 Rights Shares to be issued assuming that the Rights Issue has been completed on 30 June 2024.
5. Except as disclosed above, no adjustment has been made to the unaudited proforma adjusted consolidated net tangible assets to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2024.

**B. ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE GROUP**

The following is the text of a report, prepared for the sole purpose of inclusion in this Prospectus, from the independent reporting accountant, Prism Hong Kong Limited, Registered Public Interest Entity Auditors.

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

The Directors
Colour Life Services Group Co., Limited
10/F, Tower B, The Platinum Tower,
No. 1 Tairan 7th Road, Futian District,
Shenzhen, the PRC

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Colour Life Services Group Co., 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 adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2024 and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out on pages II-1 to II-3 of Appendix II to the Company’s prospectus dated 3 March 2025 (the “**Prospectus**”) in connection with the proposed rights issue on the basis of one (1) rights share for every four (4) existing shares held by the qualifying shareholders on the record date at the subscription price of HK\$0.165 per rights share (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 on pages II-1 to II-3 of Appendix II of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors of the Company to illustrate the impact of the Rights Issue on the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2024 as if the Rights Issue had taken place on 30 June 2024. As part of this process, information about the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company has been extracted by the directors of the Company from the Group’s unaudited condensed consolidated financial statements for the six months ended 30 June 2024, on which an interim 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 4.29 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.

The firm applies Hong Kong Standard on Quality Management (“**HKSQM**”) 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, 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 4.29(7) 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.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” 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 4.29 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 the 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 had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2024 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 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.

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 4.29(1) of the Listing Rules.

Prism Hong Kong Limited
Certified Public Accountants
Lee Kwok Lun
Practising Certificate Number: P06294

Hong Kong
3 March 2025

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

2. SHARE CAPITAL

(a) Authorised and issued share capital of the Company as at the Latest Practicable Date

HK\$

Authorised:

50,000,000,000 Shares of
HK\$0.10 each

5,000,000,000

Issued and fully paid:

1,487,525,754 Shares

148,752,575.4

(b) Authorised and issued share capital of the Company immediately upon completion of the Rights Issue (assuming no Vested Share Options have been exercised and there is no other change in the number of Shares in issue on or before the Record Date)

(1) assuming all of the Rights Shares have been taken up by the Qualifying Shareholders (except Fantasia and Fantasy Pearl) and no excess Rights Shares have been taken up

HK\$

Authorised:

50,000,000,000 Shares of
HK\$0.10 each

5,000,000,000

HK\$

Issued and fully paid:

1,487,525,754 Shares	Shares in issue as at the Latest Practicable Date	148,752,575.4
<u>176,279,570 Shares</u>	Rights Shares to be issued	<u>17,627,957</u>
<u>1,663,805,324 Shares</u>	Total issued Shares	<u>166,380,532.4</u>

- (2) ***assuming all of the Rights Shares have been taken up by the Qualifying Shareholders (except Fantasia and Fantasy Pearl) and all excess Rights Shares have been taken up on pro-rata basis***

HK\$

Authorised:

<u>50,000,000,000 Shares of HK\$0.10 each</u>	<u>5,000,000,000</u>
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Issued and fully paid:

1,487,525,754 Shares	Shares in issue as at the Latest Practicable Date	148,752,575.4
<u>371,881,438 Shares</u>	Rights Shares to be issued	<u>37,188,143.8</u>
<u>1,859,407,192 Shares</u>	Total issued Shares	<u>185,940,719.2</u>

- (c) **Authorised and issued share capital of the Company immediately upon completion of the Rights Issue (assuming all of the Vested Share Options have been exercised in full and there is no other change in the number of Shares in issue on or before the Record Date)**

- (1) ***assuming all of the Rights Shares have been taken up by the Qualifying Shareholders (except Fantasia and Fantasy Pearl) and no excess Rights Shares have been taken up***

HK\$

Authorised:

<u>50,000,000,000 Shares of HK\$0.10 each</u>	<u>5,000,000,000</u>
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HK\$

Issued and fully paid:

1,487,525,754 Shares	Shares in issue as at the Latest Practicable Date	148,752,575.4
34,959,744 Shares	Shares to be issued upon exercise of the Vested Share Options in full	3,495,974.4
<u>185,019,506 Shares</u>	Rights Shares to be issued	<u>18,501,950.6</u>
<u>1,707,505,004 Shares</u>	Total issued Shares	<u>170,750,500.4</u>

- (2) ***assuming all of the Rights Shares have been taken up by the Qualifying Shareholders (except Fantasia and Fantasy Pearl) and all excess Rights Shares have been taken up on pro-rata basis***

HK\$

Authorised:

50,000,000,000 Shares of <u>HK\$0.10 each</u>		<u>5,000,000,000</u>
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Issued and fully paid:

1,487,525,754 Shares	Shares in issue as at the Latest Practicable Date	148,752,575.4
34,959,744 Shares	Shares to be issued upon exercise of the Vested Share Options in full	3,495,974.4
<u>380,621,374 Shares</u>	Rights Shares to be issued	<u>38,062,137.4</u>
<u>1,903,106,872 Shares</u>	Total issued Shares	<u>190,310,687.2</u>

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with each other, including, in particular, as to dividends and voting rights with all the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid by the Company the record dates of which fall on or after the date of issue of the fully-paid Rights Shares. The Rights Shares to be issued will be listed on the Main Board of the Stock Exchange.

The Company has applied to the Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. No Share or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the 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, there were no arrangements under which future dividends are waived or agreed to be waived.

As at the Latest Practicable Date, the Company does not hold any treasury shares and there is no repurchased Share pending cancellation.

As at the Latest Practicable Date, save for the 34,959,744 outstanding Vested Share Options, the Company does not have any outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into or confer any right to subscribe for the Shares, and no capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

3. VESTED SHARE OPTIONS

The Company adopted the Share Option Scheme by the written resolutions of the Shareholders passed on 11 June 2014. The term of the Share Option Scheme expired on 10 June 2024 and no new share scheme has been adopted by the Company.

As at the Latest Practicable Date, there are 34,959,744 outstanding Vested Share Options which are exercisable into an aggregate of 34,959,744 Shares under the Share Option Scheme. Set out below is the summary of the outstanding Vested Share Options as at the Latest Practicable Date:

Category of participants	Date of grant	Exercisable period	Exercise price	Outstanding Share options as at the Latest Practicable Date
Directors				
Mr. Liu Hongcai	30 April 2015	From 30 April 2015 to 29 April 2025 (both dates inclusive)	11.00	168,400
	18 March 2016	From 18 March 2016 to 17 March 2026 (both dates inclusive)	5.764	122,000
Sub-total				290,400
Employees of the Group				
	30 April 2015	From 30 April 2015 to 29 April 2025 (both dates inclusive)	11.00	8,477,324
	18 March 2016	From 18 March 2016 to 17 March 2026 (both dates inclusive)	5.764	9,327,300
	27 November 2018	From 27 November 2018 to 26 November 2028 (both dates inclusive)	4.11	16,864,720
Sub-total				34,669,344
Total				34,959,744

Save as disclosed above, as at the Latest Practicable Date, the Company did not have any other options, warrants or other convertible securities or rights affecting the Shares and no capital of any member of the Group is under option, or agreed conditionally or unconditionally to be put under option as at the Latest Practicable Date.

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

a. Business Addresses

The business address of all the Directors and senior management is the same as the address of the Company's principal place of business in Hong Kong at 21/F., CMA Building, 64 Connaught Road Central, Hong Kong.

b. Biographical Details**(i) Directors****Mr. Liu Hongcai***Executive Director and Executive President*

Mr. Liu Hongcai (劉宏才) (“**Mr. Liu**”), aged 49, was appointed as an executive Director on 24 December 2021. He is the executive president of Shenzhen Colour Life Services Group Co., Limited (“**Shenzhen Colour Life**”) and is responsible for the overall operation of the Group’s projects. Mr. Liu joined the Group in 2012 and acted as the general manager of the Eastern Shenzhen business division of the Group. He was the general manager of Guangzhou divisions of the Group between 2013 and 2020 and the vice president of Shenzhen Colour Life between 2020 and 2021. Prior to joining the Group, he was the regional director of Shenzhen Fantasia Property Management Limited between 2008 and 2010 and the project manager of Shenzhen Fantasia Property Management Limited (Kangqiao Branch) between 2007 and 2008. He served various roles in China Overseas Property Management Co., Limited between 1998 and 2007 and his last position was project manager. Mr. Liu obtained a bachelor’s degree in Real Estate and Realty Management from International Business University of Beijing in 2005. He was awarded 2020 Top 100 Property Manager of the PRC (2020中國物業經理人100強) and Meritorious Person of the 40th Anniversary of the Development of the Property Management Industry in Guangdong Province (廣東省物業管理行業發展四十周年功勳人物).

Ms. Yang Lan*Executive Director and Chief Financial Officer*

Ms. Yang Lan (楊瀾) (“**Ms. Yang**”), aged 48, was appointed as an executive Director on 21 June 2023. Ms. Yang joined the Group in March 2018. She is currently the Chief Financial Officer of the Group and is responsible for the financial management of the Group. Prior to joining the Group, Ms. Yang worked at TCL Multimedia Technology Holdings Limited from July 1998 to February 2018, with her last position as the financial controller. Ms. Yang has approximately 26 years of experience in accounting and financial management. Ms. Yang obtained a Bachelor’s Degree in Economics from Xi’an Jiaotong University in July 1998, a Master’s Degree in Economics from Peking University in December 2010 and a Master’s Degree in Business Administration from Peking University HSBC Business School in August 2020. She holds the title of senior accountant.

Mr. Zhu Jindong*Chairman and Non-executive Director*

Mr. Zhu Jindong (朱晉東)(“**Mr. Zhu**”), aged 43, was appointed as a non-executive Director, the chairman of the Board and the chairman of the nomination committee of the Company on 11 September 2023. Mr. Zhu has been the assistant president of Fantasia since 2021. Mr. Zhu joined the Fantasia Group in July 2004 and served various roles relating to project management, sales and operational management. Since 2015, Mr. Zhu has been in a managerial position within the Fantasia Group. He has approximately 20 years of experience in the real estate industry. Mr. Zhu obtained a Bachelor’s degree in civil engineering from Harbin Institute of Technology in July 2003.

Mr. Timothy David Gildner*Non-executive Director*

Mr. Timothy David Gildner (Timothy David Gildner) (“**Mr. Gildner**”), aged 55, was appointed as a non-executive Director on 11 September 2023. He is also an executive director and the vice president of Fantasia. Prior to joining the Fantasia Group, he was a director of Gottardo Advisory Limited between January 2012 and April 2022. He was also a visiting scholar at the City University of Hong Kong between January 2017 and June 2019 for graduate level courses in real estate investment in China and real estate financing; and for fintech related courses at The Hong Kong University of Science and Technology between June 2015 and January 2017. He has extensive knowledge and experience in finance and management. Mr. Gildner obtained a bachelor of art degree in journalism from Michigan State University, a master’s degree in international affairs and a master’s degree of business administration from Columbia University in 2002.

Mr. Chen Wenjian*Non-executive Director*

Mr. Chen Wenjian (陳文堅) (“**Mr. Chen**”), aged 41, was appointed as a non-executive Director on 11 September 2023. He is currently the senior director of 360 (Beijing) Private Equity Fund Management Co., Ltd.* (三六零(北京)私募基金管理有限公司) (“**360 Fund Management**”). Prior to joining 360 Fund Management, Mr. Chen has served as various roles in financial institutions and as the secretary to the board of a company listed on the Shenzhen Stock Exchange. He has over 11 years of experience in securities, investment research and investment banking businesses. Mr. Chen obtained a bachelor’s degree in statistics and a master’s degree in western economics, both from Xiamen University, in 2006 and 2010 respectively.

Mr. Lee Yan Fai*Independent non-executive Director*

Mr. Lee Yan Fai (李恩輝) (“**Mr. Lee**”), aged 40, was appointed as an independent non-executive Director on 14 June 2023, Mr. Lee has over 17 years of experience in the auditing, accounting and corporate finance. He works for several accounting firms for over 10 years and was the financial controller of each of Bisu Technology Group International Limited (stock code: 1372) from August 2015 until December 2018 and Sino Golf Holdings Limited (stock code: 361) from September 2015 until December 2018, both being companies listed on the Main Board of the Stock Exchange. Since February 2017, he has been the Managing Director of Yongtuo Fuson CPA Limited. Mr. Lee is currently an independent non-executive director of TS Wonders Holding Limited (Stock code: 1767). Mr. Lee obtained his Bachelor of Accounting degree from the Napier University, United Kingdom in January 2008 and subsequently obtained his Master of Professional Accounting from The Hong Kong Polytechnic University in September 2018. Mr. Lee is a practising certified public accountant in Hong Kong, a fellow of the Hong Kong Institute of Certified Public Accountants, and an associate of The Institute of Chartered Accountants in England and Wales.

Mr. Zhang Raymond Yue*Independent non-executive Director*

Mr. Zhang Raymond Yue (張玥)(“**Mr. Zhang**”), aged 49, was appointed as an independent non-executive Director on 25 September 2023. He has over 16 years of experience in credit investment, private equity, investment banking and capital market. He is the chief executive officer of Zhong Shan Financial Investment Limited. Mr. Zhang was the partner of VMS Investment Group from December 2015 to February 2017. During the period between January 2005 and November 2015, Mr. Zhang has served in various investment banks and his last position was the managing director of Deutsche Bank’s Investment Banking in Asia-Pacific Region. Currently, Mr. Zhang is the deputy secretary-general of the China Independent Non-executive Directors Association, the vice-president of the Hong Kong Limited Partnership Fund, the chairman of the Financial Cooperation Committee of the Hong Kong Association for International Economic and Trade Cooperation, the vice chairman of professional services committee of Belt & Road General Chamber of Commerce, executive council member of Center for China & Globalization, a member of the ASTRI Technology Review Panel and a mentor of Hong Kong Cyberport. Mr. Zhang obtained the bachelor’s degree in commerce from The University of Sydney in October 2000 and master’s degree in applied finance from Macquarie University in July 2005. He is currently studying in the CEO program at Cheung Kong Graduate School of Business.

Ms. Yu Shan*Independent non-executive Director*

Ms. Yu Shan (俞珊) (“**Ms. Yu**”), aged 47, was appointed as an independent non-executive Director on 15 March 2024. She is a member of CPA Australia, a member of the Hong Kong Independent Non-Executive Director Association and the deputy secretary general of China Independent Non-Executive Director Association. She has over 21 years of experience in financial management, auditing, mergers and acquisitions in Hong Kong and overseas. Ms. Yu has served as a director of China Enterprise Service Centre (中國企業服務中心) (License number: TC006107) since July 2015; and has served as director, vice president and other positions in Fortune International Group since August 2004, responsible for its financial management, auditing, mergers and acquisitions in Hong Kong and overseas. Ms. Yu obtained a professional diploma in International Trade from the Beijing Institute of Technology in July 1998; completed a Law major degree at the China University of Political Science and Law in December 2000; obtained the Certificate of Completion of Professional Training in International Tax Planning organised by the National Accounting Institute in August 2001; and obtained the programme certificate of Family Business Management Course from Cheung Kong Graduate School of Business in October 2009.

(ii) Company secretary

Ms. Luo Shuyu (“**Ms. Luo**”), aged 37, holds a bachelor of arts degree in English (Business Translation) from Guangdong University of Finance and a master of arts degree in Translation and Bilingual Communication from the Hong Kong Baptist University and a master degree in Corporate Governance from Hong Kong Metropolitan University. Ms. Luo is an associate member of each of The HongKong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Luo has extensive experience in corporate governance and company secretarial matters. Ms. Luo was the company secretary of the Company from 1 November 2018 to 30 June 2021.

(iii) Senior management

Mr. Dou Yongzhi (竇勇志) (“**Mr. Dou**”), aged 54, joined the Group in 2018. He is currently the vice president of Shenzhen Colour Life and is the president of the Northern China region of the Group and is responsible for the overall operational management of the projects in the Northern China region. Prior to joining the Group, Mr. Dou worked in Beijing Darwin International Hotel Property Management Co., Ltd (北京達爾文國際酒店物業管理有限公司). His last position was managing director. Mr. Dou obtained a master’s degree in engineering from Wuhan University of Technology and holds the title of Certified Property Manager. Mr. Dou has 25 years of experience in property management. He is a bid evaluation expert of the Government Procurement Expert Database of Beijing and the People’s Mediator of People’s Mediation Committee for Property Management Disputes of Chaoyang District, Beijing (北京市朝陽區物業管理糾紛人民調解委員會).

Ms. Yu Haihua (于海華) (“**Ms. Yu**”), aged 45, joined the Group in March 2011. She is currently the vice president of Shenzhen Colour Life and is responsible for the human resources, administration, brand operation and investor relations of the Group. Prior to joining the Group, she was the assistant to chairman of the board of Shenzhen Daihing Automobile Group Co., Ltd. Ms. Yu has 20 years of experience in human resources and administrative management. Ms. Yu obtained a postgraduate certificate of completion in Applied Psychology from Sun Yat-sen University in 2014. She has completed the studies in senior management programme from Cheung Kong Graduate School of Business in 2015 and the executive education programme from China Europe International Business School.

Mr. Wang Bincai (王彬才) (“**Mr. Wang**”), aged 43, joined the Group in 2007. He is currently the assistant president of Shenzhen Colour Life and is responsible for the overall management of the basic service business unit. Mr. Wang has 23 years of experience in property management. Prior to joining the Group, he worked in Shenzhen Liantang Property Management Co., Ltd. from 2000 to 2007. His last position was the project supervisor of Yantian Heheng Square project. Mr. Wang obtained a bachelor’s degree in business administration from Beijing University of Posts and Telecommunications. He holds the title of a Property Management Enterprise Manager (物業管理企業經理).

Mr. Huang Rongbin (黃榮彬) (“**Mr. Huang**”), aged 42, joined the Group in 2021. He is the assistant president of Shenzhen Colour Life and is in charge of the community asset management division. He is responsible for the Group’s asset management business. Prior to joining the Group, he worked in Fantasia China from 2014 to 2020. His last position was person-in-charge of the small loan business division. Mr. Huang obtained a bachelor’s degree in management from Jinan University.

Mr. Liu Luanxi (劉鑾喜)(“**Mr. Liu**”), aged 49, joined the Group in 2005. He is currently the assistant president of Shenzhen Colour Life and the president of Southern China region of the Group, responsible for the overall operational management of the Group’s projects in Southern China region. Mr. Liu has 18 years of experience in property management. Mr. Liu obtained a bachelor’s degree in business administration from Nankai University in 2019. He was awarded 2022 Top 100 Property Manager of the PRC and is currently the president of Shenzhen Luohu District Property Service Industry Association (深圳市羅湖區物業服務行業協會).

Mr. Xu Jun (徐君)(“**Mr. Xu**”), aged 51, joined the Group in 2015. He is currently the assistant president and the president of Southwestern China region. Prior to joining the Group, Mr. Xu worked in Chengdu Heli Property Management Co., Ltd. from 2004 to 2015 and has been the deputy general manager and general manager successively. He has 25 years of experience in property management. Mr. Xu graduated from Chengdu University of Technology in June 1995 and obtained a bachelor’s degree in business administration from University of Electronic Science and Technology of China in January 2023. He holds the title of Certified Property Manager and Economics Professional Qualification. He acted as the Chengdu Property Management Industry Expert in 2015 and has been the expert of Chengdu Housing and Urban-Rural Development Department (四川省住房和城鄉建設廳) from 2016 to 2023.

Ms. Liu Meige (劉美鵠)(“**Ms. Liu**”), aged 40, joined the Group in 2006. She is currently the assistant president of the Shenzhen Colour Life and the president of Northwestern China region of the Group. Ms. Liu has 17 years of experience in property management. Ms. Liu obtained a bachelor’s degree in accounting from Central South University in 2013.

5. DISCLOSURE OF INTERESTS

a. Directors' and chief executives' interests and short positions in the shares, underlying shares or debentures of the Company or its associated corporation

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV to the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of SFO), or to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”) contained in the Listing Rules were listed as follows:

Name of Director	Nature of interest	Number of Shares or underlying Shares	Approximate percentage of existing issued share capital of the Company <i>(Note 2)</i>
Mr. Liu Hongcai	Beneficial owner	290,400 <i>(Note 1)</i>	0.02%

Notes:

- The relevant interests are unlisted physically settled options granted pursuant to the Share Option Scheme.
- Based on 1,487,525,754 Shares in issue as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executive of the Company and their respective close associates had, or was deemed to have, any interest in the long and short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations, which was required to be notified to the Stock Exchange and the Company pursuant to the SFO, or recorded in the Register of Directors and Chief Executives or notified to the Stock Exchange and the Company under the Model Code.

b. Substantial Shareholder's Interests

As at the Latest Practicable Date, so far as it is known to any Director or the chief executive of the Company, the following persons (other than Directors and chief executives of the Company) had, or were deemed or taken to have an interest or short position in the Shares and underlying Shares, which are required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, or is directly or indirectly, interest in 10% of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group:

Name of Shareholder	Nature of interest	Number of Shares or underlying Shares	Approximate percentage of existing issued share capital of the Company (Note 4)
Ms. Zeng Jie, Baby	Interest of controlled corporation (Note 2)	1,013,643,318 (L) (Note 1)	68.14%
Ice Apex Limited	Interest of controlled corporation (Note 2)	1,013,643,318 (L)	68.14%
Fantasy Pearl	Interest of controlled corporation	780,104,676 (L)	52.44%
	Beneficial owner	2,302,796 (L)	0.15%
Fantasia	Beneficial owner	780,104,676 (L)	52.44%
Jovial New Limited	Interest of controlled corporation	231,235,846 (L)	15.54%
Delight Vision Holdings Limited	Interest of controlled corporation	231,235,846 (L)	15.54%
Splendid Fortune	Beneficial owner (Note 3)	231,235,846 (L)	15.54%

Notes:

- i. These Shares comprises (i) 780,104,676 Shares held by Fantasia; (ii) 2,302,796 Shares beneficially owned by Fantasy Pearl; and (iii) 231,235,846 Shares beneficially owned by Splendid Fortune.

- ii. Fantasia is owned as to 57.41% by Fantasy Pearl, which is owned as to 80% by Ice Apex. Ice Apex is wholly owned by Ms. Zeng Jie, Baby. By virtue of the SFO, Ms. Zeng Jie, Baby, Ice Apex and Fantasy Pearl are deemed to be interested in the Shares held by Fantasia.
- iii. Splendid Fortune is owned as to 67.36% by Delight Vision Holdings Limited and 32.64% by Shenyan International Investment Co., Ltd. Delight Vision Holdings Limited is wholly owned by Jovial New Limited which is owned as to 100% by Ms. Zeng Jie, Baby. By virtue of the SFO, Ms. Zeng Jie, Baby, Jovial New Limited and Delight Vision Holdings Limited are deemed to be interested in the Shares held by Splendid Fortune.
- iv. Based on 1,487,525,754 Shares issued as at the Latest Practicable Date.

Save as disclosed above, so far as is known to the Directors, there was no other person (other than Directors and Chief Executives of the Company) who as at the Latest Practicable Date had an interest or short position in the Shares and 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, would be required to be recorded in the register to be kept by the Company pursuant to section 336 of the SFO or, had a direct or indirect interests amounting to 10% or more of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group.

6. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group other than contracts expiring or determinable by the relevant members of the Group within one year without payment of compensation (other than statutory compensation).

7. DIRECTORS' INTERESTS IN THE GROUP'S ASSETS AND CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

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

8. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given statement or opinion or advice for inclusion in this Prospectus:

Name	Qualification
Prism Hong Kong Limited	Certified Public Accountants and Registered Public Interest Entity Auditor

Prism Hong Kong Limited has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of its report and references to its name in the form and context in which they appear herein.

As at the Latest Practicable Date, Prism Hong Kong Limited did not have any direct or indirect interest in any securities of any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, nor did they have any interest, either directly or indirectly, in any assets which had been, since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company were made up), acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to the Company.

9. CORPORATE INFORMATION AND THE PARTIES INVOLVED IN THE RIGHTS ISSUE

Registered office	Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands
Principal place of business and address of headquarters in the PRC	10/F, Tower, B, The Platinum Tower, No. 1 Tairan 7th Road, Futian District, Shenzhen, the PRC
Principal place of business in Hong Kong	21/F., CMA Building, 64 Connaught Road Central, Hong Kong
Authorised representative	Ms. Yang Lan 21/F., CMA Building, 64 Connaught Road Central, Hong Kong Ms. Luo Shuyu 21/F., CMA Building, 64 Connaught Road Central, Hong Kong

Company secretary	Ms. Luo Shuyu Associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom
Legal advisers to the Company in relation to the Rights Issue	As to Hong Kong law: Sidley Austin 39/F, Two Int'l Finance Centre Central, Hong Kong
Auditors and reporting accountant	Prism Hong Kong Limited Certified Public Accountants Registered Public Interest Entity Auditor Units 1903-1905, 19/F, 8 Observatory Road, Tsim Sha Tsui, Hong Kong
Principal banker	Bank of China Limited Bank Of China Tower, 1 Garden Road, Central, Hong Kong
Share registrar and transfer office	Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

10. MATERIAL CONTRACT

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

- (a) the agreement dated 2 January 2024 between, 深圳市彩生活網路有限公司 (Shenzhen Colour Life Network Co., Ltd.)*(the “**Purchaser**”, a wholly-owned subsidiary of the Company), 成都市福泰年企業管理有限公司 (Chengdu Futainian Enterprise Management Co., Ltd.)*(the “**Vendor**”, a wholly-owned subsidiary of Fantasia), 四川三陽紅實業有限公司(Sichuan Sanyanghong Industrial Co., Ltd.)* (the “**Target Company**”) and 成都福鄰康護養老服務有限公司 (Chengdu Fulin Health Care Elderly Care Service Co., Ltd.)* (the “**Target Subsidiary**”), pursuant to which the Vendor agreed to transfer 100% interest in the Target Company, together with account receivable from the Target Subsidiary of RMB3,999,999, to the Purchaser at the aggregated consideration of RMB3,400,000.

11. LITIGATION

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

12. EXPENSES

The expenses in connection with the Rights Issue, including the fees of the financial adviser, legal advisers, auditors, printing, registration, translation, subsequent issue fee and other related expenses are estimated to be approximately HK\$1 million, which will be borne by the Company.

13. DOCUMENTS REGISTERED BY THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents, the material contracts disclosed in the paragraph under the heading “10. Material Contract” in this Appendix and the written consent as referred to the paragraph headed “8. Qualification and Consent of Expert” in this Appendix, have been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (WUMP) Ordinance.

14. DOCUMENTS ON DISPLAY

The following documents will be available on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.colourlife.hk>) for a period of 14 days from the date of this Prospectus:

- (a) the accountants’ report on the unaudited pro forma financial information of the Group issued by Prism Hong Kong Limited, the text of which is set out in Appendix II to this Prospectus;
- (b) the material contract referred to in the paragraph headed “10. Material Contracts” in this Appendix;
- (c) the written consent as referred to in the paragraph headed “8. Qualification and Consent of Expert” in this Appendix; and
- (d) the Prospectus Documents.

15. MISCELLANEOUS

- (a) As at the Latest Practicable Date, the Directors were not aware of any restriction affecting the remittance of profit or repatriation of capital of the Group into Hong Kong from outside Hong Kong.

- (b) This Prospectus is prepared in both English and Chinese. In the event of inconsistency, the English text of this prospectus shall prevail over the Chinese text unless otherwise specified.