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## THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your Shares in Add New Energy Investment Holdings Group Limited, you should at once forward the Prospectus Documents to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s). 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.

A copy of each of the Prospectus Documents, having attached thereto the other document as specified in the paragraph headed “14. Documents Delivered to the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (WUMP) Ordinance. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of the Prospectus Documents or any other document(s) referred to above.

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

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker or licensed securities dealer or registered institution in securities, 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.

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

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.

The information provided in this Prospectus is purely for information purposes, and no information in this Prospectus should be considered to be business, financial, legal or tax advice regarding an investment in the Rights Shares (in both nil-paid and fully-paid forms) and/or the Shares.

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# Add New Energy Investment Holdings Group Limited

## 愛德新能源投資控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 02623)

### RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

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

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. Please refer to the section headed “Letter from the Board – The Rights Issue – Conditions of the Rights Issue” in this Prospectus. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Excluded Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue. There are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue and there is no minimum amount to be raised under the Rights Issue.

Dealings in the Rights Shares in the nil-paid form will take place from Tuesday, 10 March 2026 to Tuesday, 17 March 2026 (both days inclusive). If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any person contemplating dealing in the nil-paid Rights Shares during the abovementioned period will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

The latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Friday, 20 March 2026. The procedures for acceptance and payment or transfer is set out on pages 18 to 22 of this Prospectus.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled.

6 March 2026

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## EXPECTED TIMETABLE

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*Set out below is the expected timetable for the Rights Issue.*

<b>Events</b>	<b>Hong Kong date and time</b>
Despatch of Prospectus Documents (including the PAL, EAF and the Prospectus) (in case of the Excluded Shareholders, the Prospectus only) . . . . .	Friday, 6 March 2026
First day of dealings in nil-paid Rights Shares . . . . .	Tuesday, 10 March 2026
Latest time for splitting of PALs . . . . .	4:30 p.m. on Thursday, 12 March 2026
Last day of dealings in nil-paid Rights Shares . . . . .	Tuesday, 17 March 2026
Latest time for acceptance of and payment for the Rights Shares and application and payment for Excess Rights Shares . . . . .	4:00 p.m. on Friday, 20 March 2026
Latest time for the Rights Issue to become unconditional . . . . .	4:00 p.m. on Monday, 23 March 2026
Announcement of the allotment results of the Rights Issue . . . . .	Friday, 27 March 2026
Despatch of share certificates for fully-paid Rights Shares and refund cheques, if any, in relation to wholly or partially unsuccessful application for excess Rights Shares or for refunds in the event that the Rights Issue does not become unconditional . . . . .	Monday, 30 March 2026
Commencement of dealings in fully-paid Rights Shares . . . . .	9:00 a.m. on Tuesday, 31 March 2026

All times and dates as stated above refer to Hong Kong local times and dates.

Details or deadlines specified in the expected timetable above or in other parts of this Prospectus are indicative only and may be extended, amended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

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## EXPECTED TIMETABLE

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### EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS

The Latest Time for Acceptance will not take place at the original time of 4:00 p.m. on Friday, 20 March 2026 as stated in this Prospectus if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning signal and/or “extreme conditions” as announced by the Government of Hong Kong:

- (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 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 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 the paragraph headed “Expected timetable” above may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

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## DEFINITIONS

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

“A\$”	Australian dollars, the lawful currency of Australia
“AFRC”	the Accounting and Financial Reporting Council
“Announcement”	the announcement of the Company dated 29 January 2026 in relation to, among others, the Rights Issue
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted or the “extreme conditions” is announced by the Government of Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong
“Company”	Add New Energy Investment Holdings Group Limited, an exempted company incorporated in the Cayman Islands with limited liability whose ordinary Shares are listed on the Main Board of the Stock Exchange (stock code: 2623)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EAF(s)”	the excess application form(s) to be issued to the Qualifying Shareholders in respect of applications for Excess Rights Shares

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## DEFINITIONS

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“ES Unsold Rights Share(s)”	any Rights Share(s) which would otherwise have been provisionally allotted to the Excluded Shareholders in nil-paid form
“Excess Rights Share(s)”	any Unsubscribed Rights Shares, any ES Unsold Rights Shares, and the unsold aggregated fractions of Rights Shares
“Excluded Shareholder(s)”	the Overseas Shareholder(s) whom the Board, having made enquiry regarding the legal restrictions under the laws of the relevant jurisdiction(s) and the requirements of the relevant regulatory body(ies) or stock exchange(s), considers it necessary or expedient to exclude from the Rights Issue on account either of such legal restrictions or such requirements
“General Rules of HKSCC”	the terms and conditions regulating the use of CCASS (as may be amended or modified from time to time) and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	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
“HRZ”	Horizon Minerals Limited, a company incorporated in Australia with limited liability, the shares of which are listed on the Australian Securities Exchange (ASX:HRZ)
“HRZ Placement”	the placement by HRZ of approximately 162 million new fully paid shares in HRZ in two tranches

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## DEFINITIONS

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“HRZ Placement Letter”	the placement letter dated 18 February 2026 from Petra Capital Pty Ltd (as sole lead manager, sole bookrunner and sole underwriter under the HRZ Placement) and confirmed by the Company in relation to the HRZ Subscription under the HRZ Placement
“HRZ Placement Share(s)”	ordinary share(s) in the share capital of HRZ to be issued and allotted under the HRZ Placement
“HRZ Subscription”	the subscription of 36,574,077 Placement Shares at the subscription price of A\$1.08 per HRZ Placement Share by the Company pursuant to the HRZ Placement Letter
“Intermediary”	in relation to a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means the beneficial owner’s broker, custodian, nominee or other relevant person who is a CCASS participant or who has deposited the beneficial owner’s Shares with a CCASS participant
“Irrevocable Undertakings”	the irrevocable undertakings executed by Prominence Investment and Mr. Ng respectively in favour of the Company, the principal terms of which are disclosed in the section headed “Irrevocable Undertakings” in this Prospectus
“Last Trading Day”	Thursday, 29 January 2026, being the date of the Announcement and the last trading day of the Shares on the Stock Exchange immediately before the publication of the Announcement
“Latest Practicable Date”	Friday, 27 February 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Prospectus prior to its publication
“Latest Time for Acceptance”	4:00 p.m. on Friday, 20 March 2026, or such other time or date as may be determined by the Company, 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
“Listing Committee”	has the meaning ascribed to it under the Listing Rules

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Ng”	Mr. Ng Hoi Kam, an executive Director and a Shareholder holding 19,466,280 Shares, representing approximately 5.56% of the issued share capital of the Company, as at the Latest Practicable Date
“Overseas Shareholder(s)”	the Shareholder(s) whose registered address(es) as shown in the register of members of the Company as at the close of business on the Record Date is/are 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
“Prominence Investment”	Prominence Investment Holding Company Limited, a company incorporated in the British Virgin Islands with limited liability and a Controlling Shareholder holding 175,731,319 Shares, representing approximately 50.17% of the issued share capital of the Company, as at the Latest Practicable Date
“Prospectus”	the prospectus to be issued by the Company containing details of the Rights Issue
“Prospectus Documents”	collectively, the Prospectus, the PAL and the EAF
“Prospectus Posting Date”	Friday, 6 March 2026, or such other date as the Company may determine, being the date on which the Prospectus Documents are made available and/or despatched (as the case may be) to the Qualifying Shareholders and the Prospectus for information only to the Excluded Shareholders
“Qualifying Shareholder(s)”	Shareholders, other than the Excluded Shareholders, whose names appear on the register of members of the Company at the close of business on the Record Date
“Record Date”	Thursday, 5 March 2026 or such other date as may be determined by the Company, being the date by reference to which the Shareholders’ entitlements to participate in the Rights Issue will be determined

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## DEFINITIONS

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“Registrar”	Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Rights Issue”	the issue by the Company of the Rights Shares by way of rights on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price
“Rights Share(s)”	up to 175,143,264 new Shares proposed to be allotted and issued to the Qualifying Shareholder(s) pursuant to the Rights Issue
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$2.88 per Rights Share under the Rights Issue
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Unsubscribed Rights Share(s)”	any Rights Shares provisionally allotted to but not accepted by the Qualifying Shareholders or not subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance
“%”	per cent.

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## LETTER FROM THE BOARD

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# Add New Energy Investment Holdings Group Limited

## 愛德新能源投資控股集團有限公司

(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 02623)

*Executive Directors:*

Ms. Wei Jiaming (*Chairperson of the Board*)  
Mr. Geng Guohua (*Chief Executive Officer*)  
Mr. Ng Hoi Kam  
Mr. Liao Daxue  
Mr. Chen Hongzheng

*Registered office:*

Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman, KY1-1108  
Cayman Islands

*Non-executive Directors*

Mr. He Guangping (*Vice-chairman of the Board*)  
Mr. Xia Chun  
Mr. Wang Dong  
Mr. Zhao Ju  
Ms. Cheng Yan

*Headquarters and principal*

*place of business in Hong Kong:*  
Room 1601-1603  
YF Life Centre  
38 Gloucester Road  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

Mr. Xie Jie  
Mr. Wong Chi Wah  
Mr. Liu Haitian  
Mr. Liu Huangsong  
Mr. Yuan Yuan

6 March 2026

*To the Qualifying Shareholders and,  
for information only, the Excluded Shareholders (if any)*

Dear Sir or Madam,

### **RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS**

#### **INTRODUCTION**

Reference is made to the Announcement. The purpose of this Prospectus is to provide you with, among other things, further details of the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to you, and certain financial and general information on the Group.

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## LETTER FROM THE BOARD

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### THE RIGHTS ISSUE

The Company proposes to raise gross proceeds of up to approximately HK\$504.4 million (assuming full subscription under the Rights Issue) by way of issuing up to 175,143,264 Rights Shares at the Subscription Price of HK\$2.88 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders at the close of business on 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 Excluded Shareholders (if any).

### Rights Issue statistics

Basis of the Rights Issue:	one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price:	HK\$2.88 per Rights Share
Number of Shares in issue as at the Latest Practicable Date:	350,286,528 Shares
Number of Rights Shares to be issued:	up to 175,143,264 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)
Aggregate nominal value of the maximum number of Rights Shares to be allotted and issued:	HK\$7,005,730.56 (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)
Total number of Shares in issue immediately upon completion of the Rights Issue:	525,429,792 Shares (assuming no change in the number of Shares in issue on or before the Record Date and completion of the Rights Issue (other than pursuant to the Rights Issue) and full subscription under the Rights Issue)
Net subscription price per Rights Share (i.e. maximum net proceeds to be raised from the Rights Issue after expenses divided by the maximum number of Rights Shares to be allotted and issued):	approximately HK\$2.87 per Rights Share (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)

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## LETTER FROM THE BOARD

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Maximum gross proceeds to be raised from the Rights Issue before expenses:	approximately HK\$504.4 million (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)
Maximum net proceeds to be raised from the Rights Issue after expenses:	approximately HK\$503.4 million (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)
Right of excess applications:	Qualifying Shareholders may apply for the Rights Shares in excess of their provisional allotments

Assuming no change in the number of issued Shares on or before the Record Date and completion of the Rights Issue (other than pursuant to the Rights Issue) and full subscription under the Rights Issue, the 175,143,264 Rights Shares to be allotted and issued pursuant to the terms of the proposed Rights Issue represent (i) 50.00% of the total issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 33.33% of the total issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

### **The Subscription Price**

The Subscription Price is HK\$2.88 per Rights Share, which shall be payable in full (a) by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the Rights Issue, and/or upon application for Excess Rights Share(s); or (b) by a transferee of the nil-paid Rights Share(s) upon application for the relevant Rights Share(s).

The Subscription Price represents:

- (i) a discount of 40.37% to the closing price of HK\$4.83 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 37.66% to the closing price of HK\$4.62 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 34.81% to the average closing price of HK\$4.418 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 35.83% to the average closing price of HK\$4.488 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;

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## LETTER FROM THE BOARD

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- (v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 12.55%, which is calculated based on the theoretical diluted price of approximately HK\$4.04 per Share to the benchmarked price (as defined under Rule 7.27B of the Listing Rules, being the higher of (i) the closing price of HK\$4.62 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) the average closing price of HK\$4.314 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day) of HK\$4.62 per Share;
- (vi) a premium of approximately 65.02% over the latest published audited consolidated net asset value per Share attributable to the Shareholders as at 31 December 2024 of approximately HK\$1.75 (based on the consolidated net asset value of the Group attributable to the Shareholders as at 31 December 2024 of approximately RMB545.8 million as disclosed in the annual report for the year ended 31 December 2024 published by the Company on 30 April 2025, as converted into HK\$ at the exchange rate of RMB1 = HK\$1.12, and the number of issued Shares of 350,286,528 Shares as at the Latest Practicable Date); and
- (vii) a premium of approximately 65.57% over the latest published unaudited consolidated net asset value per Share attributable to the Shareholders as at 30 June 2025 of approximately HK\$1.74 (based on the unaudited consolidated net asset value of the Group attributable to the Shareholders as at 30 June 2025 of approximately RMB544.0 million as disclosed in the interim report for the six months ended 30 June 2025 published by the Company on 30 September 2025, as converted into HK\$ at the exchange rate of RMB1 = HK\$1.12, and the number of issued Shares of 350,286,528 Shares as at the Latest Practicable SDate).

The net subscription price per Rights Share (i.e. maximum net proceeds to be raised from the Rights Issue after expenses divided by the maximum number of Rights Shares to be allotted and issued) will be approximately HK\$2.87, assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue.

The Company has not undertaken any other rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the date of the Announcement. The Rights Issue will not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

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## LETTER FROM THE BOARD

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The Subscription Price was determined with reference to, among other things, (i) the prevailing market price of the Shares as quoted on the Stock Exchange; and (ii) the latest business performance and financial position of the Group. The Board was of the view that, since the joint announcement (“**Joint Announcement**”) of the unconditional mandatory general cash offer made for and on behalf of Prominence Investment for all the issued Shares on 4 November 2025, the market price of the Shares as traded on the Stock Exchange has increased significantly as compared with the closing price of the Shares immediately prior to the publication of the Joint Announcement. Specifically, the closing price of the Shares had increased to HK\$3.12 per Share on the trading day immediately after the publication of the Joint Announcement from HK\$0.80 per Share as at 15 October 2025, being the trading day immediately prior to the publication of the Joint Announcement, and has since stayed within the range of HK\$3.00 to HK\$5.16, as compared to the closing price of the Shares during the six months immediately prior to the Joint Announcement between HK\$0.420 to HK\$0.80. Furthermore, taking into account the consolidated net loss of the Group of approximately RMB3.5 million for the six months ended 30 June 2025, the Directors consider it apt to set the Subscription Price at RMB2.88 per Rights Share (which represents a discount of approximately 37.66% to the closing price of HK\$4.62 per Share on the Last Trading Day, a discount of 35.83% to the average closing price of HK\$4.488 per Share for the ten (10) consecutive trading days up to and including the Last Trading Day) to lower the further investment cost of the Qualifying Shareholders, while also having regard to the fact that the Subscription Price represents a premium of approximately 65.57% over the latest published unaudited consolidated net asset value per Share attributable to the Shareholders as at 30 June 2025, would avoid the issuance of Shares at a discount that would severely dilute the intrinsic value of the existing shareholdings, such that they would be motivated to take up their entitlements to maintain their shareholdings in the Company and thereby minimise possible dilution impact. Accordingly, the Directors consider 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, after taking into account the following factors: (i) the proposed Rights Issue allows the Qualifying Shareholders an equal opportunity to subscribe for their assured entitlements under the Rights Issue for the purpose of maintaining their respective existing shareholding in the Company; and (ii) those Qualifying Shareholders who do not wish to take up their provisional entitlements under the proposed Rights Issue have the option of selling the nil-paid Rights Shares in the market and could still benefit without participating in the Rights Issue.

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## LETTER FROM THE BOARD

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### Non-underwritten Basis

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. The Company decided not to engage in negotiations with any underwriter to explore underwriting of the Excess Rights Shares, mainly due to the fact that the underwriting commission due to be paid to the underwriter would reduce the net proceeds from the Rights Issue. Furthermore, the Company had received the Irrevocable Undertakings, pursuant to which Prominence Investment and Mr. Ng have undertaken to, among others, take up its/his assured entitlements of an aggregate 97,598,799 Rights Shares (representing approximately 55.7% of the total number of Rights Shares), thereby securing acceptance of a significant part of the Rights Shares. Besides, as the Company is raising capital mainly to pursue suitable acquisition and/or investment opportunities and to supplement its working capital as elaborated in the section headed “Reasons for and Benefits of the Rights Issue and the Use of Proceeds” in this Letter from the Board, rather than raising funds to fulfil financial obligations imminently due and payable (such as overdue loans or scheduled financial commitments), there is no absolute necessity to have an assured amount to be raised. Having regard to the above, the Board is of the view that it is fair and reasonable to proceed with the Rights Issue on a non-underwritten basis.

In the event that the provisional allotments under the Rights Issue are not fully-subscribed, any Unsubscribed Rights Shares together with the ES Unsold Rights Shares and unsold aggregated fractions of Rights Shares will be made available for excess application under the EAFs. There are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue and there is no minimum amount to be raised under the Rights Issue.

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

**Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Excluded Shareholders (if any) should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.**

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## LETTER FROM THE BOARD

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### Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions being fulfilled:

- (i) the Listing Committee granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, all the Rights Shares (in both nil-paid and full-paid forms) before the first day of dealings in nil-paid Rights Shares, i.e. Tuesday, 10 March 2026;
- (ii) the electronic submission to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively of the Prospectus Documents and other documents no later than the Prospectus Posting Date in compliance with the Listing Rules and the Companies (WUMP) Ordinance; and
- (iii) the Prospectus Documents having been made available to the Qualifying Shareholders and the publication of the Prospectus Documents on the website of the Stock Exchange on or before the Prospectus Posting Date.

All the conditions set out above cannot be waived. If any of the above conditions are not fulfilled on or prior to the respective time stipulated therein, the Rights Issue will not proceed. As at the Latest Practicable Date, none of the above conditions has been fulfilled. **If any of the conditions referred to above is not fulfilled by Monday, 23 March 2026, the Rights Issue will not proceed.**

The Rights Issue is subject to the fulfilment of conditions including the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. If the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed.

### Basis of provisional allotments

The Rights Shares will be allotted on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders as at the close of business on the Record Date at the Subscription Price payable in full on acceptance.

The PAL relating to the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made with the Registrar on or before the Latest Time for Acceptance by lodging a duly completed PAL and a remittance for the Rights Shares being applied for.

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## LETTER FROM THE BOARD

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

The Rights Shares, when allotted and issued and fully-paid, shall rank *pari passu* in all respects with the existing Shares 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 on or after the date of allotment of the Rights Shares in their fully-paid form.

### **Irrevocable undertaking**

The Board has received the Irrevocable Undertakings given by (i) Prominence Investment, a Controlling Shareholder holding 175,731,319 Shares, representing approximately 50.17% of the issued share capital of the Company, as at the Latest Practicable Date; and (ii) Mr. Ng, a Shareholder holding 19,466,280 Shares, representing approximately 5.56% of the issued share capital of the Company, as at the Latest Practicable Date. As at the Latest Practicable Date, Prominence Investment is wholly owned by SSC Group Limited, which is in turn directly held as to 50% by each of Mr. William Ng and his spouse, Ms. Wei Jiaming, the chairperson of the Board and an executive Director. Mr. Ng is an executive Director.

Pursuant to the Irrevocable Undertakings, Prominence and Mr. Ng has irrevocably undertaken that

- (a) it/he will not sell, transfer or dispose of any of the 175,731,319 Shares and 19,466,280 Shares held by it/him as at the Latest Practicable Date respectively, and these Shares will remain beneficially owned by it/him, from the date of the Irrevocable Undertaking up to and including the date of completion of the Rights Issue or the date on which the Company announces that the Rights Issue will not proceed, whichever is the earlier; and
- (b) subject to the Company despatching the Prospectus Documents to the Qualifying Shareholders, it/he will take up and lodge with the Registrar its/his acceptance of its/his respective assured entitlements to 87,865,659 Rights Shares and 9,733,140 Rights Shares under the Rights Issue respectively, with payment in full therefor, by no later than the Latest Time for Acceptance or otherwise in accordance with the instructions set out in the Prospectus Documents.

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## LETTER FROM THE BOARD

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The Company currently expects that its announcement of annual results for the year ended 31 December 2025 will be published by the end of March 2026. Pursuant to Rule A.3(a)(i) in the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set forth in Appendix C3 to the Listing Rules, a Director must not deal in any securities of the Company on any day on which its financial results are published and during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results (the “**Blackout Period**”). The period for acceptance of the provisionally allotted Rights Shares and application for Excess Rights Shares falls within the Blackout Period. As provided in the Model Code, the taking up of entitlements under a rights issue does not constitute dealings subject to the provisions of the Model Code, but applying for excess shares in a rights issue is a “dealing”. As at the Latest Practicable Date, Ms. Wei Jiaming, Mr. Ng and Mr. Geng Guohua are the only Directors who holds Shares directly or indirectly through controlled corporation and are entitled to participate in the Rights Issue. In accordance with the provisions of the Model Code, Ms. Wei Jiaming will procure Prominence Investment not to, and each of Mr. Ng and Mr. Geng Guohua will not apply for any Excess Rights Shares.

Save for the Irrevocable Undertakings, as at the Latest Practicable Date, the Board has not received any information or undertaking from any Shareholders of their intention to take up or not to take up the securities of the Company to be provisionally allotted to them under the Rights Issue.

### **Qualifying Shareholders**

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

Subject to the registration of the Prospectus Documents in accordance with the applicable laws and regulations, the Prospectus Documents will be made available and/or despatched (as the case may be) to the Qualifying Shareholders on the Prospectus Posting Date. Copies of the Prospectus Documents will also be made available on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.addnewenergy.com.hk](http://www.addnewenergy.com.hk).

To the extent permitted under the relevant laws and regulations and reasonably practicable, the Prospectus only (excluding the PAL and the EAF) will be made available and/or despatched (as the case may be) to the Excluded Shareholders (if any) for their information only. The Company will despatch the PAL and the EAF in printed form to the Qualifying Shareholders but will not despatch the PAL and the EAF to the Excluded Shareholders.

Qualifying Shareholders who take up their pro rata assured entitlement in full will not suffer any dilution to their interests in the Company apart from any nominal dilution resulting from the non-issuance of fractional Rights Shares.

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## LETTER FROM THE BOARD

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**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 may be diluted, the extent of which will depend in part on the size of the Rights Issue.**

### **Rights of the Overseas Shareholder(s)**

The Prospectus Documents to be issued in connection with the Rights Issue are not intended to be, have not been, and will not be registered or filed under the applicable securities law of any jurisdiction other than Hong Kong. If, at the close of business on the Record Date, a Shareholder's address on the Company's register of members is in a place outside Hong Kong, such a Shareholder will be taken as an Overseas Shareholder and may or may not be eligible to take part in the Rights Issue.

As at the Latest Practicable Date, based on the register of members of the Company, there was no Overseas Shareholder with a registered address located outside Hong Kong.

As the register of members of the Company had already been closed as at the Latest Practicable Date and would remain closed up to the Record Date, there would be no Overseas Shareholder and hence no Excluded Shareholder on the Record Date.

**It is the responsibility of each Overseas Shareholder who wishes to take part in the Rights Issue to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territories and jurisdictions in that connection, including the obtaining of any governmental or other consents which may be required or the compliance with other necessary formalities or legal requirements.**

### **Excluded Shareholder(s) (if any)**

The Company will not extend the Rights Issue to the Excluded Shareholders. Accordingly, no provisional allotment of the Rights Shares will be made to the Excluded Shareholders and the Excluded Shareholders will not be entitled to apply for the Rights Shares.

Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholders will be made available for excess application by the Qualifying Shareholders under the EAFs.

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## LETTER FROM THE BOARD

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Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence on the Stock Exchange and in any event before the last day for dealings in nil-paid Rights Shares if a premium (net of expenses) can be obtained. The proceeds of each sale, less expenses and stamp duty, above HK\$100 will be distributed by the Company to the relevant Excluded Shareholders pro rata to their shareholdings on the Record Date (but rounded down to the nearest cent) in Hong Kong dollars. The Company will retain individual amounts of HK\$100 or less for the benefit of the Company. Any unsold nil-paid Rights Shares of the Excluded Shareholders will be made available for excess application by the Qualifying Shareholders.

The Prospectus Documents, together with the PAL and EAF, will be made available and/or despatched (as the case may be) to the Qualifying Shareholders only and to the extent reasonably practicable and subject to the advice of legal advisers in the relevant jurisdictions in respect of applicable local laws and regulations. The Prospectus (excluding the PAL and EAF) will be made available and/or despatched (as the case may be) to the Excluded Shareholders for their information only. The Company will despatch the PAL and EAF in printed form to the Qualifying Shareholders but will not despatch the PAL and EAF to the Excluded Shareholders.

### **No fractional entitlement to the Rights Shares**

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares in nil-paid form. 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 under the EAFs as described in the subsection headed “EAF – Application and payment for the Excess Rights Shares” in the “Procedures for acceptance, payment and transfer” section below.

### **Odd lot arrangement**

No odd lot matching services will be provided.

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## LETTER FROM THE BOARD

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### **Procedures for acceptance, payment and transfer**

#### ***General***

Any person (including, without limitation, agents, nominees and trustees) wishing to take up his/her/its rights under the Rights Issue must satisfy himself/herself/itself as to the full observance of the applicable laws of any relevant territory or jurisdictions including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes and duties due in such territories or jurisdictions.

No action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply or subscribe for the Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. Completion and return of the PAL(s) and/or EAF(s) by anyone outside Hong Kong will constitute a warranty and representation by such person to the Company that all registration, legal and regulatory requirements of such relevant jurisdictions in connection with the PAL(s) and/or the EAF(s) and any acceptance of the PAL(s), have been, or will be, duly complied with. The Company reserves the right to refuse to accept any application or subscription for or transfer of Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

The Company may treat as invalid any instruction which appears to the Company to have been despatched from any of the jurisdictions outside Hong Kong and which may involve a breach of the laws of the relevant jurisdictions; or otherwise appears to the Company may involve a breach of the laws of any jurisdiction; or if the Company or its agents believes the same may violate any applicable legal or regulatory requirement.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation.

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## LETTER FROM THE BOARD

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### *PAL – Acceptance, payment and/or transfer*

A PAL in printed copies will be sent to the Qualifying Shareholders entitling the Qualifying Shareholders to whom it is addressed to subscribe for the number of the Rights Shares shown thereon. If a Qualifying Shareholder wishes to accept all the Rights Shares provisionally allotted to him/her/it as specified in the PAL, he/she/it 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:00 p.m. on Friday, 20 March 2026 (or, under bad weather conditions, such later date as mentioned in the paragraph headed “Effect of bad weather and/or extreme conditions” in the section headed “Expected Timetable” in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders issued by, a licensed bank in Hong Kong and made payable to “**TRICOR INVESTOR SERVICES LIMITED – A/C NO. 077**” and crossed “**ACCOUNT PAYEE ONLY**”.

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. on Friday, 20 March 2026, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by the Qualifying Shareholders. The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicant at a later stage.

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL or to transfer part or all of his/her/its rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Thursday, 12 March 2026 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

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

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## LETTER FROM THE BOARD

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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. All cheques or cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order, whether by a Qualifying Shareholder or by any nominated transferee(s), 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 PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

If the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" above are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Monday, 30 March 2026.

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

### ***EAF – Application and payment for the Excess Rights Shares***

All Qualifying Shareholders are entitled to apply, by way of excess application under the EAFs, for additional Rights Shares in excess of their assured entitlements.

The Excess Rights Shares will comprise:

- (i) Unsubscribed Rights Shares, i.e. Rights Shares provisionally allotted to but not accepted by the Qualifying Shareholders or not subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance;
- (ii) ES Unsold Rights Shares (if any), i.e. Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholders (if any) in nil-paid form and have not been sold in the market; and
- (iii) Rights Shares created from aggregation of fractions of Rights Shares which have not been provisionally allotted to the Qualifying Shareholders and have not been sold in the market.

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## LETTER FROM THE BOARD

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If a Qualifying Shareholder wishes to apply for any Rights Shares in addition to his/her/its provisional allotment, he/she/it must complete and sign the EAF in accordance with the instructions printed thereon and lodge the same with a separate remittance for the amount payable on application in respect of the Excess Rights Shares being applied for with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:00 p.m. on Friday, 20 March 2026 (or, under bad weather conditions, such later date as mentioned in the paragraph headed “Effect of bad weather and/or extreme conditions” in the section headed “Expected Timetable” in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “**TRICOR INVESTOR SERVICES LIMITED – A/C NO. 078**” and crossed “**ACCOUNT PAYEE ONLY**”. The Registrar will notify the relevant Qualifying Shareholders of any allotment of the Excess Rights Shares made to them.

All cheques or cashier’s orders 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 EAF is for use only by the person(s) to whom it is addressed and is not transferable. All documents, including cheques or cashier’s orders for amounts due, will be sent by ordinary post at the risk of the person(s) entitled thereto to their registered addresses by the Registrar. 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.

Qualifying Shareholders who wish to apply for Excess Rights Shares in addition to their provisional allotments must complete both the PAL and the EAF.

The Company will allocate the Excess Rights Shares at its discretion on a fair and equitable basis as far as practicable on the following principles:

- (i) if there are insufficient Excess Rights Shares to satisfy all EAFs, Excess Rights Shares will be allocated on a pro rata basis by reference to the number of Excess Rights Shares applied for in the relevant EAFs by the relevant Qualifying Shareholders; and

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## LETTER FROM THE BOARD

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- (ii) otherwise (i.e. if the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/or transferees of nil-paid Rights Shares under the PALs is greater than the aggregate number of Excess Rights Shares applied for through the EAFs), Excess Rights Shares will be allocated in full in accordance with the EAFs to each Qualifying Shareholder who applies for Excess Rights Shares.

For the avoidance of doubt, in applying the principles above, reference will only be made to the number of Excess Rights Shares being applied for in the relevant EAFs, and no reference will be made to the Rights Shares comprised in applications through PAL or the existing number of Shares held by the relevant Qualifying Shareholders; and no preference will be given to applications for topping up odd lots.

Pursuant to Rule 7.21(3)(b) of the Listing Rules, the Company will take steps to identify the excess applications made by any Controlling Shareholder and, or its associates (collectively the “**Relevant Shareholders**”), whether in their own names or through nominees. The Company shall disregard excess applications made by the Relevant Shareholders to the extent that the total number of Excess Rights Shares the Relevant Shareholders have applied for exceeds the 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.

The allocation of the Excess Rights Shares (if any) made to the Qualifying Shareholders will be announced on Friday, 27 March 2026. If no Excess Rights Shares are allotted to the Qualifying Shareholders, the amount tendered on application is expected to be returned by refund cheque in full without interest by ordinary post at his/her/its own risk by the Registrar on or before Monday, 30 March 2026. If the number of the Excess Rights Shares allotted to the Qualifying Shareholders is less than that applied for, the surplus application monies are also expected to be returned by refund cheque to that Qualifying Shareholder without interest by ordinary post to his/her/its registered address at his/her/its own risk by the Registrar on or before Monday, 30 March 2026.

If the conditions of the Rights Issue as set out in the section headed “Conditions of the Rights Issue” above in this letter are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Monday, 30 March 2026.

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

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## LETTER FROM THE BOARD

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Shareholders whose Shares are held by a nominee (or held through CCASS) should note that the Board will regard such nominee (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, the aforesaid arrangement for allocation of the Excess Rights Shares by the Company may not be extended to the beneficial owners individually. Shareholders and investors should consult their professional advisers if they are in doubt as to their status.

### ***Actions to be taken by beneficial owners holding interests in Shares through CCASS***

If you are a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, and you wish to subscribe for the Rights Shares provisionally allotted to HKSCC Nominees Limited in respect of your Shares, or sell the respective nil-paid Rights Shares or “split” those nil-paid Rights Shares and accept part of the provisional allotment and sell the remaining part, or apply for the Excess Rights Shares, you should (unless you are a CCASS participant) contact your Intermediary and provide your Intermediary with instructions or make arrangements with your Intermediary in relation to the applications.

Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” of this Prospectus and otherwise in accordance with the requirements of your Intermediary in order to allow your Intermediary sufficient time to ensure that your instructions are given effect. The procedure for acceptance, transfer and/or “splitting” by CCASS participants of the Rights Shares provisionally allotted to CCASS stock accounts in respect of the Shares registered in the name of HKSCC Nominees Limited and the application for the Excess Rights Shares shall be in accordance with the General Rules of HKSCC, the HKSCC Operational Procedures and any other requirements of CCASS.

Beneficial owners who are CCASS participants should contact CCASS and provide CCASS with instructions or make arrangements with CCASS in relation to the manner in which such beneficial owners’ interests in nil-paid Rights Shares should be dealt with and any applications for Excess Rights Shares.

### **Trading of nil-paid Rights Shares on the Stock Exchange**

The nil-paid Rights Shares can be traded on the Stock Exchange. A Qualifying Shareholder can accept all of his/her/its provisional allotment of Rights Shares, or sell all of his/her/its provisional allotment on the Stock Exchange or accept only part of his/her/its provisional allotment and/or sell the remaining part on the Stock Exchange.

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## LETTER FROM THE BOARD

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### **Certificates of the Rights Shares and refund cheques for the Rights Issue**

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on or before Monday, 30 March 2026 to those entitled thereto at their registered addresses by ordinary post at their own risk. Refund cheques (without interest) in respect of wholly or partially unsuccessful applications for Excess Rights Shares, or for refunds in the event that the Rights Issue does not become unconditional, are expected to be posted on or before Monday, 30 March 2026 by ordinary post to the respective applicants at their registered addresses, at their own risk.

### **Application for listing of the Rights Shares**

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

The nil-paid and fully-paid Rights Shares will be traded in board lot size of 2,000 Shares.

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

Dealing in the Rights Shares in both their nil-paid and fully-paid forms which are registered in the register of members of the Company in Hong Kong will be subject to payments of stamp duty, Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy or any other applicable fees and charges in Hong Kong.

### **Taxation**

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares.

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

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 their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC.

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## LETTER FROM THE BOARD

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

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

The Company is an investment holding company. The Group as a whole is principally engaged in mining and processing of ilmenite ore and sale of the iron concentrates and titanium concentrates thereby produced. The Group also generates revenue from its mineral trading business as a natural extension of its principal mining business.

Assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue, the gross proceeds and net proceeds (after deducting the relevant expenses) to be raised from the Rights Issue will amount to approximately HK\$504.4 million and HK\$503.4 million respectively. The Company intends to apply the net proceeds from the Rights Issue as follows:

- (a) approximately HK\$352.4 million or 70.0% of the net proceeds from the Rights Issue will be assigned for pursuing suitable acquisition and/or investment opportunities, which the Company expects to be fully utilised within two years from the completion of the Rights Issue. Among these net proceeds, approximately A\$39.5 million (equivalent to HK\$216.9 million, using an illustrative exchange rate of A\$1:HK\$5.49), representing 61.5% of the net proceeds designated for such purposes, will be used to settle the consideration payable by the Company under the HRZ Subscription (or, where completion of any tranche of the HRZ Subscription takes place before completion of the Rights Issue, to repay any Bridging Loan in respect thereof);
- (b) approximately HK\$75.5 million or 15.0% of the net proceeds from the Rights Issue will be used to supplement the Group's working capital in respect of Group's trading business and/or operations of the Zhuge Shangyu Ilmenite Mine, which the Company expects to be fully utilised within three years from the completion of the Rights Issue;
- (c) approximately HK\$50.3 million or 10.0% of the net proceeds from the Rights Issue will be assigned for working capital in connection with any companies and/or businesses to be acquired or invested in by the Group in future, which the Company expects to be fully utilised within three years from the completion of the Rights Issue; and

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## LETTER FROM THE BOARD

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- (d) approximately HK\$25.2 million or 5.00% of the net proceeds from the Rights Issue will be assigned for the costs and expenses for office and administration, professional and compliance, corporate governance, investor relations, and other business and strategic development of the Group, which the Company expects to be fully utilised within three years from the completion of the Rights Issue.

It is the Board's intention to continue developing the Group's existing principal business. The Board has no plan to downsize or cease any of its operations or dispose of any of assets in connection with the existing businesses of the Group, including the Zhuge Shangyu Ilmenite Mine.

Meanwhile, the Board noticed that the iron ore market has exhibited fierce price and demand volatility since the second half of 2024. Global iron ore prices were at approximately RMB845/tonne in July 2024 and had decreased to approximately RMB680/tonne before rebounding to approximately RMB821/tonne within September 2024. Sharp rises and declines in the prices of global iron ore continued to persist through 2025, with prices reaching a peak of approximately RMB832/tonne in February 2025 and a low of approximately RMB697/tonne in May 2025. Likewise, a downward trend had been observed in the market price of titanium products during the year ended 31 December 2025, with the price of domestic 46% titanium concentrates exhibiting a general downward trend from an average price of approximately RMB2,100 per tone in March 2025 to approximately RMB 1,605 per ton in December 2025. The market conditions had an adverse impact on the Group's results of operations during the six months ended 30 June 2025. In view of this, the Board considers that it is to the benefit of the Group to diversify its existing mining and mineral trading business to include other mineral resources, such as gold and silver. The Board believes that such diversification of business and income streams may help the Group mitigate the risks associated with dependence on a limited commodity range and hedge its exposure to commodity market fluctuations. Therefore, the Board has been actively and carefully seeking quality acquisition and/or investment opportunities in relation to the aforesaid diversification strategy.

Reference is made to the announcement of the Company dated 23 February 2026 in relation to the entering into of the HRZ Placement Letter by the Company in relation to the HRZ Subscription. On 18 February 2026, the Company entered into the HRZ Placement Letter, pursuant to which the Company has agreed to subscribe for an aggregate of 36,574,077 HRZ Placement Shares for a total consideration of approximately A\$39.5 million at the subscription price of A\$1.08 per HRZ Placement Share in two tranches, comprising: (1) 11,486,942 Placement Shares (for the aggregate consideration of approximately A\$12,405,897.36) under the unconditional first tranche Placement; and (2) 25,087,135 HRZ Placement Shares (for the aggregate consideration of approximately A\$27.1 million) under the conditional second tranche HRZ Placement, which shall be subject to shareholders' approval at a general meeting of HRZ. Upon completion, the Company shall hold an aggregate of approximately 9.95% of the issued share capital of HRZ as enlarged by the allotment and issue of the HRZ Placement Shares under both tranches of the HRZ Placement.

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## LETTER FROM THE BOARD

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The consideration payable by the Group for the HRZ Subscription shall be paid in cash, and will be funded by net proceeds from the Rights Issue or, if completion of any tranche of the HRZ Subscription takes place before the completion of the Rights Issue, by an unsecured and interest-free bridging loan (the “**Bridging Loan**”) with no fixed term of repayment from a current controlling shareholder of the Company, repayable upon completion of the Rights Issue or (if and to the extent the net proceeds allocated therefor are insufficient to fully repay the Bridging Loan) when the Company has sufficient resources to make repayment.

HRZ is a mid-tier gold producer with projects located in the West Australian goldfields. According to the annual reports of HRZ for each of the two years ended 30 June 2024 and 2025, HRZ recorded audited consolidated loss before and after tax of approximately A\$3.46 million and A\$23.8 million for the year ended 30 June 2024 and 2025, respectively. Notwithstanding that HRZ recorded consolidated loss before and after tax for the previous two financial years, the Board is of the view that the Group’s strategic investment in HRZ would bring to mid-to-long term profitability to the Group having considered the following factors:

- (1) HRZ possesses quality gold mines that demonstrate considerable potential. According to information released by HRZ, as of February 2026, it possessed a mineral resource estimate of 34.32 million tonnes at 1.7 grams of gold per tonne, totalling approximately 1.88 million ounces of gold, which is supported by its considerable cornerstone assets at Boorara and Burbanks in Western Australia. The Burbanks project is a significant gold asset that is estimated to hold gold resources of approximately 6.05 million tonnes at an average grade of 2.4 grams per tonne, totalling approximately 465,500 ounces of gold, including (1) underground resource of approximately 1.19 million tonnes at 4.40 grams per tonne for 167,920 ounces and (2) open pit resource of approximately 4.86 million tonnes at 1.90 grams per tonne for 297,650 ounces, and is notable due to the high quality of its gold reserves, the fact that a large portion of resources can be mined from the surface, and its deeper underground sections contain gold at higher concentrations than the regional average. HRZ has identified its Burbanks project to have considerable potential given that only a limited portion of the main area has been tested, and search efforts have indicated pockets of high quality gold within, highlighting the considerable exploration upsides and the potential for extending the mine’s life well beyond current projections. Furthermore, HRZ has defined an ore reserve estimate of 4.33 million tonnes at 1.54 grams of gold per tonne, totalling approximately 214,000 ounces of gold;

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## LETTER FROM THE BOARD

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- (2) the consolidated loss before and after tax for each of the two years ended 30 June 2025 of HRZ was primarily attributable to the high-intensity “build” phase of HRZ involving significant exploring costs as well as corporate mergers and consolidations of some minerals assets in the region, in the past few years. Nevertheless, HRZ is in the process of transitioning from a gold explorer to a gold producer, and has been able to demonstrate its ability to generate significant cash flow, with gold sales from the one of the key assets, the Boorara project, contributing approximately A\$59.1 million in revenue during the six months ended 31 December 2025. The proposed refurbishment and conversion of its existing sizeable nickel processing facility in Australia (the “**Processing Facility**”) into a gold processing hub for processing the gold portfolio of HRZ, using the net proceeds from the HRZ Placement, could further improve the gold processing capacity of HRZ with relatively lower capital expenditure and shorter capital payback. Given the strategic location of the Processing Facility, upon completion of the relevant refurbishment works, HRZ would be able to act as a central hub that can process gold mined from its nearby self-owned mines, thus positioning it for considerable growth in the future. Accordingly, the Board is of the view that such upgrades, in conjunction with HRZ’s strategically constructed gold portfolio centered around major geological structures in Australia, provides a clear and realistic path for HRZ to the unlocking a substantial 1.88 million ounce gold resource base and becoming an active gold producer by mid-2027, and such would boost the financial performance of HRZ once the Processing Facility commences gold processing operations; and
- (3) HRZ’s financial position has been further de-risked through its recent divestment of non-core assets, allowing it to achieve a debt-free financial position.

The Company’s investment in HRZ through the HRZ Subscription shall be accounted for as investment held for long term but not for trading.

As at the Latest Practicable Date, the Group is also assessing the feasibility of investing in a silver mining company in the PRC from counterparties who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons within the meaning of the Listing Rules, but no agreement has yet been reached and there is no assurance that such a potential investment, or any other potential acquisition and/or investment, will materialise. If there are any material updates regarding such an investment or other acquisition(s) and/or investment(s) or if they constitute notifiable transaction(s) as defined under Chapter 14 of the Listing Rules (including those relating to reverse takeovers), the Company will announce the relevant details as and when necessary or appropriate and comply with the other applicable requirements, if any, under the Listing Rules. If the abovementioned potential investment does not materialise or if the net proceeds allocated are more than sufficient to meet the consideration for the purpose of the investment, the net proceeds allocated or (as the case may be) the balance thereof shall be dedicated to capturing other investment and/or acquisition opportunities in respect of mining companies for gold, silver and/or other precious or non-ferrous metals in the PRC or overseas as evaluated by the Board from time to time. If, on the other hand, the abovementioned potential investment materialises but the net proceeds allocated

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## LETTER FROM THE BOARD

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are insufficient for that purpose, it is the current intention of the Board to seek financial assistance (on normal commercial terms or better) from the controlling shareholders of the Company to finance the potential investment.

The Board envisages that the Group's existing cash on hand and at bank is to be dedicated in part to meeting its operating expenses and capital expenditures in the ordinary and usual course of its existing mining business and/or mineral trading business, particularly in the light of the expected commencement of production of the new processing plant at the Zhuge Shangyu Ilmenite Mine and the intended application for increase in the annual mining production scale thereat later in 2026. As at the Last Trading Day, the first phase of construction of the factory buildings for the processing plant has been completed, and, save for certain dust extraction systems that are still being installed, all other mechanical equipment in connection with the first phase of construction have been installed and are currently undergoing testing and trial production. As at the Latest Practicable Date, the mechanical equipment was undergoing specification adjustments and fine-tuning based on the results of the trials conducted. The Group shall, according to the progress and results of the testing, trial production and debugging process, further coordinate and refine the plans for the commencement of normal production, which is currently targeted to take place in or around mid-2026. The second phase of construction shall commence after the first phase of the processing plant has reached full capacity. In this regard, the Group expects total capital expenditure in respect of the second phase to be approximately RMB30 million. In addition, the Group needs to reserve sufficient cash from its existing financial resources to meet its payment obligations with its trade and other creditors from time to time, including but not limited to the amount owed by the Group to the former controlling shareholders of the Company, which amounted to approximately RMB488.9 million as at 31 October 2025, as and when the same becomes due and repayable. Such advances are interest-free, unsecured and with no fixed repayment term, and are only repayable when the relevant Group company (the "**Borrower**") has sufficient resources to make such repayment. Such advances would therefore become due and payable when the Borrower has sufficient resources to repay such advances, depending on the cash level of the Borrower, and its working capital requirement and capital expenses requirement from time to time. Therefore, the Group would need to reserve sufficient cash from the existing internal resources of such Borrower in order to meet its repayment obligations, which the Group would ultimately become obliged to fulfill. Given the Group's plans to diversify its business and income streams by way of acquisition and/or investment opportunities as outlined above, it is therefore necessary for the Company to conduct fundraising in order to ensure that the Group will have the financial resources to promptly seize the fitting acquisition and/or investment opportunities as they present themselves and bring its diversification strategy to fruition, and (where applicable) to support the operations and development of the companies or businesses so invested. Hence, the Board considers it apt also to allocate part of the net proceeds from the Rights Issue for supplementing the Group's working capital, such that the Group can meet its future operating needs.

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## LETTER FROM THE BOARD

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As at 31 December 2025, the Group had cash and cash equivalent of approximately RMB263.5 million. In determining the proportion of net proceeds from the Rights Issue to be allocated towards the intended purposes described above, the Board had considered the cash position of the Group and determined that approximately HK\$75 million would be required to supplement the Group's working capital, taking into account the Group's current and expected business scale and needs. The Board thus determined that approximately 30% of the net proceeds shall be used to supplement the Group's general working capital and costs and expenses for office and administration, professional services and compliance, corporate governance, investor relations, and other business and strategic developments of the Group. In the light of the Group's business diversification plans, the Board therefore considered that the balance of the net proceeds from the Rights Issue (being approximately 70%) should be allocated towards the acquisition of and/or investment in target companies that meet the selection criteria determined by the Board from time to time. In particular, the Board shall consider acquisition and/or investment opportunities in target companies having mining operations in respect of gold and silver. Each opportunity will be assessed individually, with evaluations based on, among other things, the resource and reserve of the mines of such target companies, as well as their track record and expected profitability in the short-term and long-term, and having regard to the applicable compliance requirements under the Listing Rules. The Board is of the view that such selection criteria are fair and reasonable having regard to the facts that gold and silver are commodities with tangible market demand and that the resource and reserve of the mines should be of a sufficient volume and quality to justify the Group's investment, and that the Group ought to focus on target companies that are demonstrated or expected to be profitable. The allocation of 70% of the net proceeds from the Rights Issue towards such purpose had not been made with reference to any consideration that may be payable by the Group for acquisition of or investment in any potential targets.

If the Rights Issue is undersubscribed and the size of the Rights Issue is reduced, the Group will apply the net proceeds for the intended uses set forth above in the stated proportions and the amount of net proceeds available for each intended use will be adjusted accordingly.

If the Rights Issue is undersubscribed or does not proceed, the Company may consider deploying existing internal resources as well as seeking external financing from banks and/or from its controlling Shareholders, or equity financing by way of placing of new Shares to meet the funding needs for the next 12 months.

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

Given the funding needs, the Board has considered various forms of debt or equity fundraising from the perspectives of costs, benefits, efficiency and impacts on the Shareholders as a whole, with rights issue being singled out as the best choice.

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## LETTER FROM THE BOARD

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In respect of debt financing, the funds provided are typically interest-bearing, and the finance costs engendered will raise the Group's financial burden. The Group's gearing ratio as at 30 June 2025 (calculated as total borrowings (including amounts due to the controlling shareholder and the ultimate holding company) divided by the aggregate amount of total equity and total borrowings) was approximately 40.8%. If additional debt financing is obtained at this stage, the Group's gearing ratio shall be further increased, and the Group may become subject to higher financial risks and more vulnerable to adverse developments in the economic environment; as it seeks additional financing in the future, the Group may also experience difficulties and be charged rising interest rates, rendering it more difficult for the Group to meet its funding needs and capture business opportunities promptly as and when they arise. Moreover, the funds will only be available for a limited period of time and have to be repaid in full upon expiry of the term of the borrowings, regardless of the length of the term; in contrast, funds made available to the Company through equity fundraising do not present the repayment burden. Based on preliminary discussion with banks, it is expected that the Group's borrowing interest rate would be around 4% or above where the borrowing is secured. In such an event, the Group's assets may have to be charged and become subject to encumbrances. One final drawback of debt financing is that it is generally subject to extensive and lengthy due diligence and negotiations over the terms, which is undesirable in that it will both increase the Group's administrative workload and cause delays in implementation of its business plans.

As regards other forms of equity fundraising, such as subscription or placing of new shares, the net proceeds are likely to be smaller in scale than those that can be raised through a rights issue. From another perspective, such fundraising exercises are not favourable to the existing Shareholders who are not subscribers for the new shares, given that they will experience immediate dilution of their investments upon allotment and issue of the new Shares and could not benefit from the corporate action, which is also against the Company's intention.

While an open offer may also enable the existing Shareholders to maintain their respective shareholding through pro rata subscription for new Shares, a rights issue accords Shareholders a wider range of benefits. A key difference between an open offer and a rights issue is that a rights issue is made by way of renounceable provisional allotment letters stating each Shareholder's entitlement to subscribe for new Shares. If a Shareholder does not wish to take up his right to subscribe for the new shares, he can trade his provisional allotment letter and sell the right in the market "nil-paid". The provisional allotment letters are thus valuable assets in themselves as they entitle their holders to subscribe for new Shares at a discount to the market price under a rights issue. The availability of the option of trading provisional allotment letters ensures that Shareholders at large could reap rewards whether or not they wish to participate in the rights issue.

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## LETTER FROM THE BOARD

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On account of the above, the Directors consider rights issue to be the most preferable fundraising method that is in the best interests of the Company and the Shareholders as a whole. Having considered the ongoing volatility in the financial markets, the capital needs of the Group, the terms of the Rights Issue, the intended use of the net proceeds and the savings on fundraising expenses that can be achieved, the Board determined that it is in the best interests of the Company to proceed with the Rights Issue on a non-underwritten basis.

### EQUITY FUND RAISING EXERCISE IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activity involving issue of equity securities in the past twelve months immediately preceding the Latest Practicable Date.

### EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set forth below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue assuming full subscription under the Rights Issue; and (iii) immediately after completion of the Rights Issue assuming that none of the Qualifying Shareholders other than Prominence Investment and Mr. Ng pursuant to the Irrevocable Undertakings has accepted the Rights Shares provisionally allotted to them and that none of the Qualifying Shareholders has applied for the Excess Rights Shares. In respect of scenario (ii) and (iii) above, it is further assumed that there will be no change in the number of Shares in issue on or before the Record Date and completion of the Rights Issue (other than pursuant to the Rights Issue).

Name of Shareholder	As at the Latest Practicable Date		Immediately after completion of Rights Issue assuming full subscription		Immediately after completion of Rights Issue assuming no subscription (other than by Prominence Investment and Mr. Ng) and no application for Excess Rights Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Non-public Shareholders						
Controlling Shareholder						
Prominence Investment (Note)	175,731,319	50.17	263,596,978	50.17	263,596,978	58.85
Director						
Mr. Geng Guohua	1,258,933	0.36	1,888,399	0.36	1,258,933	0.28
Mr. Ng Hoi Kam	19,466,280	5.56	29,199,420	5.56	29,199,420	6.52
Subtotal	196,456,532	56.09	294,684,797	56.09	294,055,331	65.65
<b>Public Shareholders</b>	<b>153,829,996</b>	<b>43.91</b>	<b>230,744,995</b>	<b>43.91</b>	<b>153,829,996</b>	<b>34.35</b>
<b>Total</b>	<b>350,286,528</b>	<b>100.00</b>	<b>525,429,792</b>	<b>100.00</b>	<b>447,885,327</b>	<b>100.00</b>

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## LETTER FROM THE BOARD

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*Note:*

Prominence Investment is an investment-holding company. As at the Latest Practicable Date, Prominence Investment is wholly owned by SSC Group Limited, which is in turn directly held as to 50% by each of Mr. William Ng and his spouse, Ms. Wei Jiaming, the chairperson of the Board and an executive Director.

### 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 date of the Announcement; (ii) the Rights Issue will not increase the issued share capital 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 controlling shareholder (or any of their respective associates) of the Company, the Rights Issue and the relevant arrangements are not subject to the shareholder's approval pursuant to Rule 7.19A of the Listing Rules.

Further, the Company has not undertaken any other rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the date of the Announcement, and the Rights Issue on its own will not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

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

**The Shares have been dealt in on an ex-rights basis from Wednesday, 25 February 2026. Dealings in the Rights Shares in nil-paid form are expected to take place from Tuesday, 10 March 2026 to Tuesday, 17 March 2026 (both dates inclusive). The Rights Issue is subject to the fulfilment of conditions including the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. If the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed. Please refer to the section headed "Conditions of the Rights Issue" in this Prospectus above.**

**Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date on which all the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not proceed.**

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

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## LETTER FROM THE BOARD

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Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party 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

**Add New Energy Investment Holdings Group Limited**

**Wei Jiaming**

*Chairperson of the Board and Executive Director*

**1. FINANCIAL INFORMATION OF THE GROUP**

Financial information of the Group for each of the three financial years ended 31 December 2022, 2023, 2024 and the six months ended 30 June 2025, together with the relevant notes thereto, were disclosed in the relevant annual reports of the Company which have been published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the company ([www.addnewenergy.com.hk](http://www.addnewenergy.com.hk)), the links to which are shown below for reference:

- (i) annual report of the Company for the year ended 31 December 2022 published on 27 April 2023 (pages 3 to 27) which can be accessed via the link at

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0427/2023042701015.pdf>;

- (ii) annual report of the Company for the year ended 31 December 2023 published on 30 April 2024 (pages 68 to 143) which can be accessed via the link at

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0430/2024043002972.pdf>;

- (iii) annual report of the Company for the year ended 31 December 2024 published on 30 April 2024 (pages 70 to 150) which can be accessed via the link at

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0430/2025043002759.pdf>;  
and

- (iv) interim report of the Company for the six months ended 30 June 2025 published on 30 September 2025 (pages 3 to 27) which can be accessed via the link at

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0930/2025093000924.pdf>.

**2. STATEMENT OF INDEBTEDNESS**

As at the close of business on 31 January 2026, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this Prospectus, the Group had the following indebtedness:

**Outstanding balances due to former controlling shareholders**

Mr. Li Yunde, a former Director and Hongfa Holdings Limited (a company used to be wholly owned by Mr. Li, and has been wholly owned by Mr. Geng Guohua, a Director since 6 January 2026), each being a former controlling shareholder of the Company, has advanced RMB486.7 million and HK\$13.6 million, respectively, to the Group up to the close of business on 31 January 2026. The advances are interest-free, unsecured and with no fixed repayment term, and are only repayable when the relevant Group company has sufficient resources to make repayment.

**Outstanding balances due to other companies**

Up to the close of business on 31 January 2026, the Group has received advances in aggregate amounting to approximately HK\$7.0 million and RMB0.2 million, respectively, from two companies. The advances are unsecured and repayable within one year, and are bearing interests at 9% and 6% per annum, respectively. The advances amounting to HK\$7.0 million in aggregate were advanced from an independent third-party company, while the advance amounting to RMB0.2 million was advanced from a company wholly owned by a brother of Mr. William Ng who is a controlling shareholder of the Company.

**Lease liabilities**

As at 31 January 2026, the Group had current and non-current lease liabilities of approximately HK\$1.1 million and HK\$1.8 million, respectively. The lease liabilities are unsecured and unguaranteed.

Save as aforesaid or as otherwise disclosed herein, as of the close of business on 31 January 2026, being the latest practicable date for determining indebtedness, the Group did not have any outstanding mortgages, charges, debentures, debt securities or bank overdrafts or other similar indebtedness or finance lease commitments, liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments or guarantees or other material contingent liabilities, nor any authorized or otherwise created but unissued debt securities.

**3. WORKING CAPITAL STATEMENT**

The Directors, after due and careful consideration, are of the opinion that, in the absence of unforeseeable circumstances, and after taking into account the Group's business prospects, present internal resources and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for at least the next twelve (12) months following 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**

Save for the weakened demand for iron and coal during the first half of 2025 and the decrease in revenue of the Company for the six months ended 30 June 2025 as compared with corresponding period in 2024 as disclosed in the paragraphs headed "5. Financial and Trading Prospects of the Group" below in this Appendix, the Directors confirmed that there has been no material adverse change in the financial or trading position of the Group since 31 December 2024, 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 PROSPECTS OF THE GROUP

The Group as a whole is principally engaged in mining and processing of ilmenite ore and sale of the iron concentrates and titanium concentrates thereby produced. The Group also generates revenue from its mineral trading business as a natural extension of its principal mining business.

The Company's revenue decreased from approximately RMB157,288,000 for the six months ended 30 June 2024 to approximately RMB12,935,000 for the six months ended 30 June 2025, representing a decrease of approximately 91.8%. In particular, revenue from trading of coarse iron powder and blended coal decreased to approximately RMB4,222,000 (six months ended 30 June 2024: RMB146,452,000), representing a decrease of approximately 97.1%, and service income from processing of iron and other mineral ores decreased to RMB8,713,000 (six months ended 30 June 2024: RMB10,836,000), representing a decrease of approximately 19.6%. The decrease in the Group's revenue was primarily caused by the slow-down of trading activities due to fierce price fluctuation of minerals, and the decrease in processing orders received.

### Trading business

In its trading business, the Group serves to ensure that the expectations and requirements of its customers in respect of, among other things, quality, usage and quantity of the relevant commodities can be matched by the commodities sourced by the Group from its suppliers, and that such commodities could be made available to the customers within their expected delivery timeframe.

During the first half of 2025, iron and coal product prices in the PRC had been volatile and exhibited a general downward trend. This was largely attributable to weakened demand resulting from slowdown in the global and domestic economies as heightened by, among other things, the China-United States trade war, as well as oversupply, in the downstream steel production and other industries. The weakened demand in iron products had also adversely affected the demand for coal products, being a key production material for ironmaking and steelmaking, resulting in significant volatility in its market price during the period. Under such an adverse economic climate and turbulent market conditions, the management resolved to err on the side of caution and strategically limited its trading activities and reduced its trading volume. It was a tactical move to avert losses in the midst of highly unpredictable and significant fluctuations in market price of commodities, given that there was a real risk that the commodities in stock might not be saleable to customers above the purchase price under the downward pressure on market price.

The Group has established itself strategically in Xinjiang to be geographically closer to the Northern part and the Northwestern part of Chinese Mainland where a large portion of the Group's customers in its trading business are located in, thus facilitating the Group in understanding and fulfilling the needs of its customer base. In this regard, the Group captured suitable business opportunities and took advantage of the logistics advantages of Xinjiang and the favorable geographical conditions of Yumen Office in Gansu Province in making full use of the existing customer relationship resources to increase the trade volume of coal and coal products, and recorded sales revenue of RMB6,171,000 in the first half of 2025.

### **Mining business**

The Group's mining business comprises two types of business activities, namely, (1) the ilmenite mining, the processing of the ilmenite ores so extracted out of the Group's own mines, and the sale of iron concentrates and titanium concentrates so produced; and (2) the provision of processing services in respect of iron and other mineral ores provided by the Group's customers.

The Company is principally engaged in ilmenite ore mining and processing at its ilmenite and magnetite mine located in Yishui County, Shandong Province, the PRC (諸葛上峪鈦鐵礦) (the "**Zhuge Shangyu Ilmenite Mine**").

As disclosed in the Company's annual report for the year ended 31 December 2024, the total resources estimate (measured and indicated) in Zhuge Shangyu Ilmenite Mine as at 31 December 2024 amounted to approximately 494.9 million tonnes, comprising approximately 6.19% of titanium dioxide and approximately 14.10% of total iron. While the global supply of iron concentrates is relatively abundant and the iron price has been adversely affected by the weakened demand resulting from slowdown in the global and domestic economies as heightened by, among other things, the China-United States trade war, as well as oversupply, in the downstream steel production and other industries, titanium, as a non-renewable resource, is not only scarce but also highly sought after in various industries for its exceptional strength, corrosion resistance, and lightweight characteristics that allow for its applications to various areas such as aerospace, military industry, medical devices, and advanced manufacturing.

In recent financial years, there was no mining activity conducted at the Zhuge Shangyu Ilmenite Mine. In order to properly and efficiently manage and utilise this valuable resource of the Group, the Group has been seeking to advance and upgrade its production facilities, with construction work of new mining and processing plant being implemented in stages at the Zhuge Shangyu Ilmenite Mine. The construction project mainly focuses on construction of a new mining and ilmenite ores production line, living office area and a science and technology centre and production automation, with elements of unmanned intelligent production. With this construction project, the Group aims to achieve substantial industrialisation and technical breakthroughs. As at the Latest Practicable Date, the first phase of construction of the factory buildings for the processing plant has been completed, and, save for certain dust extraction systems that are still being installed, all other mechanical equipment in connection with the first phase of construction have been installed and are currently undergoing testing and trial production.

In anticipation of completion of the first phase of construction of new processing plant at the Zhuge Shangyu Ilmenite Mine by the end of 2025, the Group had resumed its mining activities at the Zhuge Shangyu Ilmenite Mine in June 2025. Since no processing of the ilmenite ores so extracted had been conducted, no revenue had been generated from the sale of iron concentrates and titanium concentrates during the six months ended 30 June 2025.

As at the Latest Practicable Date, 300,000 tonnes of ilmenite ores have been mined at the Zhuge Shangyu Ilmenite Mine, and production safety permits for an annual mining production scale of 800,000 tonnes had been obtained. The Group has also commenced blasting operations to remove the overburden from the ilmenite ores already mined as part of initial preparatory works in anticipation of their eventual processing. Following completion of the construction of the first phase of the new processing plant, and the testing, trial production and (depending on the quality of the products produced during the trial production) adjustment to the production parameters thereat, these 200,000 tonnes of ilmenite ores, together with other ilmenite ores from time to time extracted from the Zhuge Shangyu Ilmenite Mine, will be processed at the processing plant for production into iron concentrates or titanium concentrates. Furthermore, the Group is expected to commence sales of self-produced iron concentrates and titanium concentrates starting from the financial year ending 31 December 2026. Given the qualities and the broad spectrum of applications of titanium, the management expects that the Group's titanium concentrates will be sought-after in the market.

To lay the groundwork for the full production capacity of the mining business, the Group will apply for a new mining permit with an approved annual mining production scale of 4,000,000 tonnes. The Group is currently working on the application documents, including obtaining opinions on delineation of the mining area and preparation of the feasibility study report and the geological environmental protection and land reclamation plan, and is also preparing for the expert review. The management expects that the application for the new mining permit may be submitted in or around June 2026 and approved in September 2026 at the earliest.

The Group has also been following up the new technologies, new materials and new business opportunities in the market and has been exploring collaboration with college research institutes and other scientific research platforms, in order to keep pace with the times and respond to market changes in a timely manner.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET  
TANGIBLE ASSETS OF THE GROUP

The unaudited pro forma statement of adjusted consolidated net tangible assets of Add New Energy Investment Holdings Group Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) prepared in accordance with Rule 4.29 of the Listing Rules is set out below to illustrate the effect of the proposed rights issue of up to 175,143,264 new shares of the Company at the subscription price of HK\$2.88 each (the “**Rights Shares**”) and on the basis of one Right Share for every two existing ordinary shares of the Company held by the qualifying shareholders (hereinafter collectively referred to as the “**Rights Issue**”) on the consolidated net tangible assets of the Group as if the Rights Issue had been completed on 30 June 2025.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared on the basis set out on the notes below for illustrative purpose only, and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Rights Issue been completed as at 30 June 2025 or at any future date.

	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 <i>(Note 1)</i> HK\$	Estimated net proceeds from the Rights Issue <i>(Note 2)</i> HK\$	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company upon completion of the Rights Issue HK\$	Unaudited consolidated net tangible assets per Share attributable to owners of the Company as at 30 June 2025 prior to the completion of the Rights Issue <i>(Note 3)</i> HK\$	Unaudited pro forma adjusted consolidated net tangible assets per Share attributable to owners of the Company as at 30 June 2025 after completion of the Rights Issue <i>(Note 4)</i> HK\$
Based on 175,143,264 Rights Shares at subscription price of HK\$2.88 per Rights Share less expenses	433,265,000	503,413,000	936,678,000	1.237	1.783

## Notes:

- The unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 are based on the unaudited consolidated net assets of the Group attributable to owners of the Company as at 30 June 2025 of approximately RMB544,038,000, less unaudited consolidated intangible assets of the Group as at 30 June 2025 of approximately RMB157,194,000, resulting in RMB386,844,000 which is equivalent to approximately HK\$433,265,000.

2. The estimated net proceeds from the Rights Issue are based on 175,143,264 Rights Shares at the Subscription Price of HK\$2.88 each, totaling approximately HK\$504,413,000, and after deduction of the estimated professional fees and other share issue related expenses payable by the Company of approximately HK\$1,000,000.
3. Based on 350,286,528 shares of the Company in issue as at 27 February 2026, being the latest practicable date prior to the printing of the Prospectus (the “**Latest Practicable Date**”) before completion of the Rights Issue.
4. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately after completion of the Rights Issue is calculated based on the pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company immediately after completion of the Rights Issue of approximately HK\$936,678,000 and on 525,429,792 shares in issue and issuable, comprising 350,286,528 shares of the Company in issue as at the Latest Practicable Date and 175,143,264 Rights Shares to be issued.
5. No adjustments have been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2025.

**B. INDEPENDENT REPORTING ACCOUNTANT’S ASSURANCE REPORT ON THE  
COMPILATION OF PRO FORMA FINANCIAL INFORMATION**

*The following is the text of the independent reporting accountant’s assurance report, received from Crowe (HK) CPA Limited, Certified Public Accountants, Hong Kong, the reporting accountant of the Company, in respect of the Unaudited Pro Forma Financial Information of the Group, prepared for the purpose of this Prospectus.*



國富浩華(香港)會計師事務所有限公司  
Crowe (HK) CPA Limited  
9/F Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

**Independent Reporting Accountant’s Assurance Report on the Compilation of Pro Forma  
Financial Information**

To the Directors of Add New Energy Investment Holdings Group Limited

We have completed our assurance engagement to report on the compilation of pro forma financial information of Add New Energy Investment Holdings Group Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) by the directors for illustrative purposes only. The pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets as at 30 June 2025, and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out in Appendix II to the prospectus dated 6 March 2026 issued by the Company (the “**Prospectus**”). The applicable criteria on the basis of which the directors have compiled the Unaudited Pro Forma Financial Information are described in Notes 1 to 5 to the Unaudited Pro Forma Financial Information.

The Unaudited Pro Forma Financial Information has been compiled by the directors to illustrate the impact of the proposed rights issue on the Group’s consolidated net tangible assets as at 30 June 2025 as if the proposed rights issue had taken place at 30 June 2025. As part of this process, information about the Group’s consolidated net tangible assets has been extracted by the directors from the Group’s consolidated financial statements for the six months ended 30 June 2025, on which no audit or review report has been published.

**Directors’ Responsibility for the Pro Forma Financial Information**

The directors 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 (“**AG**”) 7 Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements 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 1, 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 Accountant's 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 accountant plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

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

The purpose of the Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at the specific date 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 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 accountant's judgment, having regard to the reporting accountant's 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 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 pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**Crowe (HK) CPA Limited**  
*Certified Public Accountants*

Hong Kong, 6 March 2026

**Leung Chun Wa**  
Practising Certificate Number: P04963

## 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

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately upon completion of the Rights Issue (assuming full acceptance of the Rights Shares) are set out as follows:

### (a) Share capital as at the Latest Practicable Date

<i>Authorised:</i>		<i>HK\$</i>
<u>750,000,000</u>	Shares of HK\$0.04 each	<u>30,000,000</u>
<i>Issued and fully paid:</i>		
<u>350,286,528</u>	Shares of HK\$0.04 each	<u>14,011,461.12</u>

### (b) Immediately upon completion of the Rights Issue (assuming full acceptance of Rights Shares)

<i>Authorised:</i>		<i>HK\$</i>
<u>750,000,000</u>	Shares of HK\$0.04 each	<u>30,000,000</u>
<i>Issued and fully paid:</i>		
350,286,528	Shares of HK\$0.04 each	14,011,461.12
<u>175,143,264</u>	Rights Shares of HK\$0.04 each to be allotted and issued under the Rights Issue	<u>7,005,730.56</u>
<u>525,429,792</u>	Shares of HK\$0.04 each in issue immediately upon completion of the Rights Issue	<u>21,017,191.68</u>

All the existing Shares and the Rights Shares, when allotted and issued, shall 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 are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form.

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) to be issued and allotted pursuant to the Rights Issue. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date:

- (i) the Company had no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into any Shares, as the case maybe;
- (ii) 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;
- (iii) there was no arrangement under which future dividends are waived or agreed to be waived;
- (iv) there was no treasury Share held by the Company or its subsidiaries or through any agent or nominee;
- (v) no new class of securities of the Company is proposed to be listed under the Rights Issue, and accordingly no arrangements are required to be made for the admission of any new class of securities into CCASS; and
- (vi) the Company had no treasury Shares or repurchased Shares pending cancellation.

### 3. DISCLOSURE OF INTERESTS

#### (a) Interests of the Directors and chief executives of the Company in the securities of the Company and the securities of the associated corporations of the Company

As at the Latest Practicable Date, the interests and short positions of the Directors or chief executives of the Company and their associates in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which, pursuant to section 352 of the SFO, have been entered in the register referred to therein, or have been, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the “**Model Code**”), notified to the Company and the Stock Exchange, were as follows:

##### (1) Interests in the Shares

Name of Director	Capacity/Nature (Note 1)	Number of Shares	Percentage of shareholding (Note 2)
Ms. Wei Jiaming (“ <b>Ms. Wei</b> ”)	Interest of controlled corporation (Note 3)	175,731,319	50.17%
Mr. Ng	Beneficial Owner	19,466,280	5.56%
Mr. Geng Guohua (“ <b>Mr. Geng</b> ”)	Beneficial Owner	1,258,933	0.36%

*Notes:*

- All interest in Shares were long positions.
- Based on 350,286,528 Shares issued as at the Latest Practicable Date.
- The shares are held by Prominence Investment, an investment-holding company which is wholly-owned by SSC Group Limited, which is in turn directly held as to 50% by Ms. Wei Jiaming. As such, Ms. Wei is deemed to be interested in the 175,731,319 Shares held by Prominence Investment by virtue of the SFO.

*(2) Interest in the shares of associated corporations of the Company*

Name of Director	Name of associated corporation	Capacity/Nature <i>(Note 1)</i>	Number and class securities	Percentage of shareholding <i>(Note 3)</i>
Ms. Wei	SSC Group Limited ("SSC")	Beneficial Owner	5,000 ordinary shares	50%
		Interest of spouse <i>(Note 2)</i>	5,000 ordinary shares	50%
	Prominence Investment	Interest of controlled corporation <i>(Note 2)</i>	50,000 ordinary shares	100%

*Notes:*

- All interest in Shares were long positions
- The 50,000 shares in Prominence Investment are held by SSC Group Limited, which is owned as to 50% each by Ms. Wei and her spouse, Mr. William Ng.
- The percentage of shareholding is calculated based on the total issued shares of the respective associated corporations as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor chief executives of the Company had or was deemed to have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) pursuant to Divisions 7 and 8 of Part XV of the SFO, notified to the Company and the Stock Exchange (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, have been entered in the register referred to therein; or (iii) pursuant to the Model Code, have been notified to the Company and the Stock Exchange.

**(b) Substantial Shareholders and other persons' interests in Shares and underlying shares of the Company**

As at the Latest Practicable Date, so far as was known to the Directors or chief executives of the Company, the following persons (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest in the Shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company under section 336 of the SFO:

<b>Name of Shareholder</b>	<b>Capacity/Nature</b> <i>(Note 1)</i>	<b>Number of Shares</b>	<b>Percentage of shareholding</b> <i>(Note 2)</i>
Prominence Investment	Beneficial Owner	175,731,319 <i>(Note 3)</i>	50.17%
SSC	Interest of controlled corporation	175,731,319 <i>(Note 3)</i>	50.17%
Mr. William Ng	Interest of controlled corporation	175,731,319 <i>(Note 3)</i>	50.17%

*Notes:*

- All interest in Shares were long positions
- Based on 350,286,528 Shares issued as at the Latest Practicable Date.
- Prominence Investment is wholly-owned by SSC, which is in turned owned to 50% each by Ms. Wei and her spouse, Mr. William Ng. As such, each of SSC, Mr. William Ng and Ms. Wei Jiaming is deemed to be interested in the shares of the Company held by Prominence Investment by virtue of the SFO. Ms. Wei is a director of each of Prominence Investment and SSC.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors, no other person (not being a Director or the chief executive of the Company) had any interest or short position in the Shares or underlying shares as recorded in the register required to be kept by the Company under section 336 of the SFO.

#### **4. DIRECTORS' INTERESTS IN CONTRACT AND ASSET**

As at the Latest Practicable Date, (a) none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group; and (b) none of the Directors had any direct and indirect interest in any assets which had been acquired or disposed of by or leased to, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2024, being the date to which the latest published audited financial statements of the Company were made up.

#### **5. DIRECTORS' SERVICE CONTRACT(S)**

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

#### **6. COMPETING INTEREST**

As at the Latest Practicable Date, so far as the Directors were aware, none of the Directors or controlling Shareholders nor their respective close associates had any business or interest which competes or may compete with the business of the Group, or have or may have any other conflicts of interest with the Group.

#### **7. LITIGATION**

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

## 8. MATERIAL CONTRACTS

The following contracts (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:

- (i) the asset transfer agreement entered into between Shandong Ishine Mining Industry Co., Ltd. (an indirect wholly-owned subsidiary of the Company), as vendor, and 山東丹峨礦業科技有限公司 (Shandong Dane Mining Technology Co., Ltd.\*) (an independent third party), as purchaser (“**Shandong Dane Mining**”), on 21 May 2024, pursuant to which Shandong Ishine Mining conditionally agreed to dispose and Shandong Dane Mining conditionally agreed to acquire the assets including the mining right of Yangzhuang Iron Mine (including the ore processing plant), exploration right of Qinjiazhuang Ilmenite Mine, Yangzhuang Iron Mine production land (including leased and contracted land), buildings, production facilities (which are included in the fixed assets list of Yangzhuang Iron Mine and the ore processing plant), at a consideration of RMB314,483,935.40; and
- (ii) the placement letter dated 18 February 2026 from Petra Capital Pty Ltd (as sole lead manager, sole bookrunner and sole underwriter under the placement) and confirmed by the Company in relation to the subscription by the Company of 36,574,077 ordinary shares in Horizon Minerals Limited, a company incorporated in Australia with limited liability whose shares are listed on the Australian Securities Exchange (ASX:HRZ), at the subscription price of A\$1.08 per placement share and an aggregate consideration of approximately A\$39.5 million, comprising the unconditional first tranche placement of 11,486,942 placement shares and the conditional second tranche placement of 25,087,135 placement shares.

## 9. QUALIFICATION AND CONSENT OF EXPERT

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

<b>Name</b>	<b>Qualification</b>
Crowe (HK) CPA Limited	Certified Public Accountants

As at the Latest Practicable Date, Crowe (HK) CPA Limited:

- (a) has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its report and the references to its name in the form and context in which they are included;
- (b) did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
- (c) did not have any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2024, being the date to which the latest published audited accounts of the Company were made up.

#### **10. EXPENSES**

The expenses in connection with the Rights Issue, including financial advisory fees, printing, registration, translation, legal and accountancy charges are estimated to be up to approximately HK\$1.0 million, which will be borne by the Company.

## 11. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

**Board of Directors***Executive Directors*

Ms. Wei Jiaming (*Chairperson of the Board*)  
Mr. Geng Guohua (*Chief Executive Officer*)  
Mr. Ng Hoi Kam  
Mr. Liao Daxue  
Mr. Chen Hongzheng

*Non-executive Directors*

Mr. He Guangping (*Vice-chairman of the Board*)  
Mr. Xia Chun  
Mr. Wang Dong  
Mr. Zhao Ju  
Ms. Cheng Yan

*Independent non-executive Directors*

Mr. Xie Jie  
Mr. Wong Chi Wah  
Mr. Liu Haitian  
Mr. Liu Huangsong  
Mr. Yuan Yuan

*Audit Committee*

Mr. Wong Chi Wah (*Chairman*)  
Mr. Xie Jie  
Mr. Yuan Yuan

*Nomination Committee*

Ms. Wei Jiaming (*Chairperson*)  
Mr. Chen Hongzheng  
Mr. Xie Jie  
Mr. Liu Haitian  
Mr. Liu Huangsong

**Registered office**

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

**Principal Place of Business in Hong Kong**

Room 1601-1603  
YF Life Centre  
38 Gloucester Road  
Wanchai  
Hong Kong

**Business address of all****Directors, senior manager  
and the authorized representatives**

Room 1601-1603  
YF Life Centre  
38 Gloucester Road  
Wanchai  
Hong Kong

**Headquarters in the PRC**

Jiangjia Guanzhuang Village West  
Zhuge Town  
Yishui County Shandong Province  
The PRC

**Principal Share Registrar  
and Transfer Office**

Ocorian Trust (Cayman) Limited  
Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Remuneration Committee*

Mr. Liu Haitian (*Chairman*)  
Mr. Geng Guohua  
Ms. Cheng Yan  
Mr. Wong Chi Wah  
Mr. Yuan Yuan

*Strategic Committee*

Mr. Liao Daxue  
Mr. Geng Guohua  
Mr. Ng Hoi Kam  
Mr. He Guangping  
Mr. Zhao Ju  
Mr. Wang Dong  
Ms. Cheng Yan

**Senior management***Chief financial officer*

Ms. Chan Wing Ki Michele

*Company secretary*

Mr. Tam Chi Ming George

**Authorised representatives**

Mr. Geng Guohua  
Mr. Tam Chi Ming George

**Legal advisers to the Company as to  
Hong Kong Law and in relation to  
the Rights Issue**

Chiu & Partners  
40/F, Jardine House  
1 Connaught Place  
Hong Kong

**Hong Kong Branch Share Registrar And  
Transfer Office**

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road Hong Kong

**Auditors and reporting accountant**

Crowe (HK) CPA  
*Certified Public Accountants*  
9/F Leighton Centre,  
77 Leighton Road, Causeway Bay,  
Hong Kong

**Principal Bankers**

Agricultural Bank of China Limited, Yishui  
Branch  
China Construction Bank Corporation,  
Yishui Branch  
Bank of China Limited, Yishui Branch  
Industrial and Commercial Bank of China  
Limited, Yishui Branch  
Rural Commercial Bank of Shandong Yishui  
Linshang Bank, Yishui Branch  
Shanghai Pudong Development Bank  
Co., Ltd., Yishui Branch  
Ping An Bank Co., Ltd., Linyi Branch  
Industrial Bank Co., Ltd., Linyi Branch

**12. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT**

Biographical details of the Directors and senior management of the Company are set out as follows:

**Ms. Wei Jiaming**

*(Executive Director and Chairperson of the Board)*

Ms. Wei, aged 42, was appointed as an executive Director and chairperson of the Board and the Company on 18 December 2025. She has over 15 years of experience in investment. Since March 2017, she has been the president of Shangshan Capital Group Co., Limited (上善資本集團有限公司) (“**SSC Capital**”), a company principally engaged in wealth management research, wealth management consultancy and services, asset management and investment management and advisory services. Prior to joining SSC Capital, she served as the general manager of Beijing Century Hualong Investment Management Consulting Co., Ltd.\* (北京世紀華隆投資管理顧問有限公司) from August 2009 to December 2016.

Ms. Wei obtained a bachelor degree in finance in June 2006 from Sun Yat-Sen University.

As at the Latest Practicable Date, Ms. Wei Jiaming was a director of each of SSC Group Limited and Prominence Investment, each being a Controlling Shareholder interested in 175,731,319 Shares, representing approximately 50.17% of the issued share capital of the Company. The interest in the Shares held by each of SSC Group Limited and Prominence Investment was required to be disclosed to the Stock Exchange and the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**Mr. Geng Guohua**

*(Executive Director and Chief Executive Officer)*

Mr. Geng, aged 55, was appointed as an executive Director and the Chief Operating Officer of the Company on 9 April 2012. He was appointed as the Chief Executive Officer of the Company on 14 May 2013 and resigned as the Chief Operating Officer of the Company with effect from 2 May 2014. Mr. Geng was the chief operating officer of Shandong Ishine Mining Industry Co., Ltd (“**Shandong Ishine**”) from 2007 to 2 May 2014, an indirect wholly-owned subsidiary of the Company, and has been a director of Shandong Ishine since November 2010 during which he has acquired relevant experience in the operation of iron and ilmenite mines. He is primarily responsible for the Group’s overall operation. Mr. Geng began his career in 1989 and worked at different managerial levels in Shandong Liahed Chemical Industry Co., Ltd. (山東聯合化工股有限公司). From 1999 to 2003, he worked as a management person of Shandong Fuyuan Leather Group Ltd. (山東富源皮革集團有限公司) and was responsible for its technical services, production and sales management. He had been the deputy general manager in charge of production of China Huiyuan Juice Group Limited (中國匯源果汁集團有限公司) (formerly known as Beijing Huiyuan Juice Group Limited (北京匯源果汁集團有限公司), a company formerly listed on the Stock Exchange and delisted since 18 January 2021; stock code: 1886) from 2003 to 2007 and was responsible for its general management.

Mr. Geng graduated at Correspondence Institute of the Party School of Central Committee of Communist Party of China (中共中央黨校函授學院) majoring in Law in December 2001. Mr. Geng was accredited as a Human Resources Developments and Project Technician (Enterprise Human Resource Management) (人力資源開發管理工程技術人員 (企業人力資源管理人員)) in October 2003 by the Occupational Skill Testing Authority (職業技能鑒定(指導)中心) of Shandong Province, the PRC. He has been a board member of the Chinese Enterprises Investment Association since 2022 and also an enterprise mentor of MBA in Jiangnan University since December 2017.

**Mr. Ng Hoi Kam**

*(Executive Director)*

Mr. Ng, aged 52, was appointed as an executive Director on 18 December 2025. He has over 20 years of experience in the investment banking and financial industry focusing on the areas of initial public offerings, mergers and acquisitions, corporate restructuring and other financial advisory services to listed companies and listing applicants in Hong Kong. From September 2017 to October 2025, he served successively as the deputy general manager and executive Director of CMBC Capital Holdings Limited (“**CMBC Capital**”), and while also acting as a Responsible Officer and director of each of CMBC International Capital Limited and CMBC Securities Company Limited, both of which are direct wholly-owned subsidiaries of CMBC Capital. Being a part of their senior management, he was in charge of the equity capital market and investment banking businesses and the research department. From December 2000 to July 2017, he served as the managing director of corporate finance in Haitong International Capital Limited. From July 1997 to December 2000, he worked in Arthur Anderson & Co. (now known as PricewaterhouseCoopers).

Mr. Ng is a member of the Hong Kong Institute of Certified Public Accountants. He received his bachelor of business administration from the Chinese University of Hong Kong in December 1997 and his Master of Economics from the University of Hong Kong in November 2007.

**Mr. Liao Daxue***(Executive Director)*

Mr. Liao, aged 61, was appointed as an executive Director on 18 December 2025. He has over ten years of management experience in the PRC mining industry. During 2003 to 2018, Mr. Liao had served as the deputy mine manager of Hunan Huangshaping Lead-Zinc Mine, the chairman and general manager of Hunan Nonferrous Metals Xintianling Tungsten Co., Ltd. (湖南有色新田嶺鎢業有限公司), chairman of the board and general manager of Hunan Shizhuyuan Nonferrous Metals Co., Ltd.\* (湖南柿竹園有色金屬有限責任公司), the deputy director of the tungsten business division of China Minmetals Nonferrous Metals Holding Co., Ltd. (中國五礦有色金屬控股有限公司), and deputy general manager of China Tungsten and Hightech Materials Co., Ltd. (中鎢高新材料股份有限公司) (“**China Tungsten**”), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 000657) and a member of the China Minmetals group (中國五礦集團), a state-owned enterprise directly subordinated to the PRC central government.

Mr. Liao obtained a bachelor degree in engineering with a major in mining engineering and an MBA from Central South University (中南大學) in July 1987 and December 2003, respectively. He obtained his qualifications as a senior engineer specialising in mining engineering in December 1999 accredited by the Hunan Province Personnel Bureau, as a senior engineer (research fellow) specialising in mining engineering in October 2011, and as a certified safety engineer in October 2017 accredited by Ministry of Human Resources and Social Security of the PRC and State Administration of Work Safety. He has served as the chairman of the governing committee of the Fifth and Sixth Council of the China Tungsten Industry Association.

**Mr. Chen Hongzhen***(Executive Director)*

Mr. Chen, aged 39, was appointed as an executive Director on 18 December 2025. He has over ten years of experience in investment. Since January 2025, he has been serving as the managing director of SSC Capital. From 2015 to 2024, he served successively as the investment director of Shanghai Fosun Venture Capital Management Co., Ltd. (上海復星創業投資管理有限公司) (“**Fosun VC**”), the investment executive general manager of Fosun VC and the Maternal, Infant, and Family Industry Group within Shanghai Fosun High Technology (Group) Company Limited (上海復星高科技(集團)有限公司), and an investment lead in Baihe Jiayuan Network Group Co., Ltd. (百合佳緣網絡集團股份有限公司) representing its shareholder, Fosun International Ltd. (復星國際有限公司) (listed on the Stock Exchange (stock code: 656)), where he was responsible for expanding its business and brand portfolio through investment and mergers and acquisitions. Prior to that, he served as the deputy manager of the investment development division in Zhejiang Venture Capital Investment Group Co., Ltd.\* (浙江省創業投資集團有限公司), a market-oriented professional investment institution approved and established by Zhejiang Provincial Development and Reform Commission.

Mr. Chen obtained a bachelor of arts degree in finance and investment in June 2009 from the University of Stirling and his master of science in finance in 2010 from Manchester Business School, University of Manchester. He is also a chartered financial analyst since 2015 awarded by the CFA Institute.

**Mr. He Guangping**

*(Non-executive Director and vice-chairman of the Board)*

Mr. He, aged 64, was appointed as a non-executive Director and vice-chairman of the Board on 18 December 2025. He has over 40 years of leadership experience in listed companies and in government. Since October 2003, he has been the chairman of the board of directors of Jinpeng Holding Group Co., Limited (景鵬控股集團有限公司), which is principally engaged in investment in various sectors such as urban infrastructure, transportation, energy and cultural tourism industries. From September 2015 to January 2018, he served as a director at Hunan Goke Microelectronics Co., Limited (湖南國科微電子股份有限公司), a company whose its shares are listed on the Shenzhen Stock Exchange (stock code: 300672). From March 2001 to September 2003, he served as the chairman of the board of directors of Hunan New Bund Real Estate Development and Investment Co., Ltd.\* (湖南新外灘房地產開發投資有限公司). From July 1995 and February 2001, he was a division-level cadre at Hunan Provincial Ethnic Affairs Commission (湖南省民族事務委員會). From July 1985 to July 1995, he was the section chief, department committee member and deputy county-level committee member at the organization department of the Xiangxi Tujia Autonomous Prefecture Committee Organization Department (中共湘西土家族自治州委組織部). Prior to that, from December 1981 to July 1985, he served as director of office and inspection station manager at Jishou City Bureau of Animal Husbandry and Fisheries (吉首市畜牧水產局).

Mr. He obtained a diploma in foreign-related economics from the Party School of the CPC Central Committee (中共中央黨校) in July 1998.

**Mr. Xia Chun***(Non-executive Director)*

Mr. Xia, aged 51, was appointed as a non-executive Director on 18 December 2025. He has over 15 years of experience in economics and research. Since July 2024, Mr. Xia has served as Chief Economist and Head of Research at SSC Capital. From November 2021 to June 2024, Mr. Xia served as Chief Economist of Forthright Financial Holdings Co. Ltd., a company engaged in global securities and futures trading, asset management, equity financing, investment advisory and Hong Kong insurance services, and also served as Head of the Yintech Finance Research Institute at Yintech Investment Holdings Limited (銀科控股有限公司) (“**Yintech**”), which conducts research on domestic and international macroeconomic trends, monetary policy, fiscal policy, and financial regulatory developments. From August 2015 to October 2021, Mr. Xia devoted his time to serve as Director of Research Department of Noah International (Hong Kong) Holdings Limited (諾亞國際(香港)有限公司). Throughout August 2008 to July 2017, he also worked as a lecturer and professor at the University of Hong Kong, School of Economics and Finance and School of Business and the Faculty of Business and Economics. Since September 2024, Mr. Xia has been employed as an Adjunct Professor in the College of Business at the City University of Hong Kong.

Mr. Xia won the “Greater Bay Area Leading Economist Award” in 2023 awarded by the Greaterbay Financier Association, the “2023 Influential Video Creator Award” for his channel “Chun Xia Financial Intelligence (春夏財經知識)” in 2023 awarded by TMTPost Group and the “Annual Key Opinion Leader Award” in 2020 awarded by Sina Finance.

Mr. Xia graduated from Peking University majoring in Global Economics in July 1997. Subsequently, he completed a master’s program in World Economy at Peking University in September 2000. In August 2008, Mr. Xia obtained his degree of Doctor of Philosophy from the University of Minnesota in the United States.

**Mr. Wang Dong***(Non-executive Director)*

Mr. Wang Dong, aged 52, was appointed as a non-executive Director on 18 December 2025. He has over ten years of experience in corporate management and strategic investment. In August 2023, Mr. Wang founded Khentii Mountains Energy Co., Limited (肯特山能源有限公司) and has been serving as its chairman of the board since then, being responsible for its overall operations and investment, development, trade and mineral rights acquisition in the energy sector. From September 2022 to June 2023, Mr. Wang served successively as the chief executive officer and executive director and then non-executive director of SouthGobi Resources Limited (南戈壁資源有限公司), a company whose shares are listed on the Stock Exchange (stock code: 1878) and the Toronto Stock Venture Exchange (stock code: TSX-V SGQ), a company which, through its subsidiaries, is principally engaged in coal mining, development and exploration in Mongolia, and logistics and trading of coal in Mongolia and China. From February 2018 to August 2022, Mr. Wang served as the general manager of Inner Mongolia Dongfang Guoxin Technology Co., Limited\* (內蒙古東方國信科技有限公司). From 2013 to 2018, Mr. Wang served as the chairman of the board at Guangzhou Guide Investment Company Limited (廣州貴德投資有限公司), who, through its subsidiary, Beijing Handlewell Technology Limited (北京翰納維科技有限公司), engages in information technology development in the energy sector.

Mr. Wang graduated from Liaoning Technical University (遼寧工程技術大學) in 1997 majoring in electrical automation. He also obtained a master's degree in Business Management from Graduate University of Chinese Academy of Sciences (中國科學院大學) in July 2012.

**Mr. Zhao Ju***(Non-executive Director)*

Mr. Zhao, aged 61, was appointed as a non-executive Director on 18 December 2025. He has over 20 years of experience in investment banking. He joined China Merchants Bank, a company listed on the Shanghai Stock Exchange (stock code: 600036) in November 2014 and has served as its deputy president from February 2015 to February 2019, during which time he had also been the chief executive officer and chairman of CMB International Capital Corporation Limited. During 2005 to 2014, Mr. Zhao worked in UBS and prior to his departure, served as co-head and chairman of China investment banking.

Mr. Zhao obtained his bachelor's degree in national economic management from Tsinghua University in July 1988 and his MBA from Peking University in June 2005.

**Ms. Cheng Yan***(Non-executive Director)*

Ms. Cheng, aged 61, was appointed as a non-executive Director on 18 December 2025. She has over 20 years of experience in investment and financial consultation. Since September 2025, she has been an independent non-executive director at Fuyao Glass Industry Group Co., Ltd., a company with its shares listed on the Stock Exchange (stock code: 3606) and Shanghai Stock Exchange (stock code: 600660), the company is principally engaged in developing integrated solutions for the design, development, manufacturing, supply or automotive glass and automotive accessories. She previously served as the managing director, executive head of the global customer center, and vice chairperson of the investment banking department along with other position within BOC International Holdings Limited, a sole wholly owned overseas investment banking platform of the Bank of China. From August 2019 to May 2020, Ms. Cheng served as an executive director at IBO Technology Company (stock code: 2708), a company with its shares previously listed on the Stock Exchange, engaged in the design, research and development of ITAI electronic terminals, 5G communication networks and artificial intelligence products.

Ms. Cheng graduated from Anhui Institute of Finance and Trade (安徽財貿學院) in the PRC in July 1993 majoring in economics. She then obtained a master's degree in business administration for senior executives in January 2005 from Peking University.

**Mr. Xie Jie**

*(Independent non-executive Director)*

Mr. Xie, aged 42, was appointed as an independent non-executive Director on 18 December 2025. He has more than 15 years of experience in the legal profession. Mr. Xie has been a lawyer at Hansheng Law Offices Shanghai since July 2016, specializing in corporate and criminal practice. Concurrently, from December 2019 to December 2025, Mr. Xie served as an Associate Professor at the Koguan School of Law, Shanghai Jiao Tong University (上海交通大學凱原法學院). Mr. Xie was also a Postdoctoral Fellow at the National University of Singapore Law School in Singapore from August 2015 to August 2016, and prior to that, worked as an Assistant Researcher at the East China University of Political Science and Law (華東政法大學) from January 2015 to May 2016 and also took part in the Fullbright China PhD Dissertation Research at the University of Pennsylvania Law School from September 2013 to May 2014. In the early days of his career, Mr. Xie was a public prosecutor from July 2007 to January 2015 and was qualified as a level 5 Prosecutor in April 2010 accredited by Shanghai Baoshan District People's Procuratorate Department.

Mr. Xie attained his bachelor of laws at the China Youth University of Political Studies (中國青年政治學院) in July 2005. He then attained his doctorate in laws with a focus in criminal law from East China University of Political Science and Law (華東政法大學) in June 2014. Mr. Xie holds a legal professional qualification certificate in the PRC.

**Mr. Wong Chi Wah**

*(Independent non-executive Director)*

Mr. Wong, aged 51, was appointed as an independent non-executive Director on 18 December 2025. He has more than 25 years of experience in audit and accounting. Since July 2022, Mr. Wong has been acting as an independent non-executive director of China General Education Group, a company whose shares are listed on the Stock Exchange (stock code: 2175), and has been the chief financial officer and company secretary of Wanguo Gold Group Limited, a company listed on the Stock Exchange (stock code: 3939) since July 2011 and May 2012, respectively. From February 2010 to June 2011, Mr. Wong worked as the group chief financial controller and company secretary of China Automotive Interior Decoration Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 48). Prior to that, Mr. Wong worked as a group financial controller at Kingsun-Aima Biotech Co. Limited where he was responsible for reviewing monthly financial reports of the group's entities, preparing the group's consolidated financial reports and budgets as well as reviewing pricing for new products. At the start of his accounting career, Mr. Wong worked at Ernst & Young from February 2000 to September 2003 in several positions and was a senior accountant prior to his departure and at Nelson Wheeler from June 1996 to January 2000 in several positions, serving as an audit senior prior to his departure.

Mr. Wong received his bachelor of arts in accountancy from the Hong Kong Polytechnic University in November 1996. Following that, he became an Associate of the Association of Chartered Certified Accountants (then known as Hong Kong Society of Accountants) in October of 1999 and was admitted as a Fellow thereof in December of 2004.

**Mr. Liu Haitian**

*(Independent non-executive Director)*

Mr. Liu Haitian, aged 68, was appointed as an independent non-executive Director on 18 December 2025. He has over 34 years of experience in the mining industry. From April 2017 to December 2019, he served as the chief engineer of CITIC Metal Group Limited (中信金屬集團有限公司) (“**CITIC Metal Group**”), the platform for mining business within CITIC Group, being a company principally engaged in the trading of ferrous metals, including iron ores and steel and non-ferrous metals. Prior to that, Mr. Liu had been the chief engineer and a director of CITIC United Asia Investments Limited (中信裕聯投資有限公司), the predecessor of CITIC Metal Group, from August 2014 and December 2015, respectively. From December 2010 and up to his departure from CITIC Group in December 2019, he also served as chairman of the board of the subsidiaries and managed enterprises of CITIC Metal Group, engaged in the research and development, production and sales of titanium dioxide, and in non-ferrous metals, chemicals, and ferroalloys, respectively. From May 2000 to August 2014, he served successively as deputy general manager of CITIC Guoan Gold Co., Ltd.\* (中信國安黃金有限公司), general manager of CITIC Metal Group and the deputy general manager and general manager of CITIC United Asia (Beijing) Management Co., Limited (信裕聯(北京)企業管理有限公司). From December 1991 to May 2000, he served as deputy director of the Inner Mongolia Autonomous Region Gold Administration Bureau.

In June 1997, the People’s Government of the Inner Mongolia Autonomous Region awarded Mr. Liu the “Special Award for Revitalizing the Region through Science and Technology” (科技興區特別獎). He was also awarded a Government Special Allowance Award (政府特助津貼) by the PRC State Council in December 1992 in recognition of his contribution to the engineering industry.

Mr. Liu Haitian graduated from Northeastern University (東北大學) in the PRC in July 1996 majoring in engineering management.

**Mr. Liu Huangsong***(Independent non-executive Director)*

Mr. Liu Huangsong, aged 57, was appointed as an independent non-executive Director on 18 December 2025. He has over 20 years of experience in investment and economic research. Since July 2024 he has been the vice president of SinoMedia Holding Limited, whose shares are listed on the Stock Exchange (stock code: 623), engaged in media operation in the PRC where he is responsible for investments and strategic research. From August 2015 to November 2021, he served as independent non-executive director of Datang International Power Generation Co., Limited, a company whose shares are listed on the Stock Exchange (stock code: 991), the Shanghai Stock Exchange (stock code: 601991) and the London Stock Exchange (stock code: DAT), and is one of the largest independent power generation companies in the Chinese Mainland. From February 2003 to August 2014, he served successively as an assistant researcher and researcher in economic theory at the Institute of Economics, Shanghai Academy of Social Sciences (上海社會科學院經濟研究所).

Mr. Liu Huangsong obtained his bachelor of science majoring in mathematical statistics in 1989, master's degree in science focusing on probability theory and mathematical statistics in 1992 and his doctoral degree in economics with a focus in national economics in 2005 from Fudan University.

**Mr. Yuan Yuan***(Independent non-executive Director)*

Mr. Yuan, aged 42, was appointed as an independent non-executive Director on 18 December 2025. He has over 10 years of experience in finance. Since May 2020, he has been the managing director of Zhong De Securities Company Limited, a securities joint venture established by Deutsche Bank AG and Shanxi Securities Co. Ltd. Between June 2017 to June 2020, Mr. Yuan had served in the positions of managing director, deputy head of investment banking committee and general manager of the equity business division at Huaifu Securities Co., Ltd. From December 2015 to July 2017, he served as deputy director of the research institute at Soochow Securities Co., Limited. Mr. Yuan has been an independent non-executive director of the following companies whose shares are listed on the Stock Exchange: China New City Group (stock code: 1321) since April 2023, Qingci Games Incorporated (stock code: 6633) since October 2023 and Dongwu Cement International Limited (stock code: 695) since June 2025. He has also been an independent director of the following companies whose shares are listed on the Shenzhen Stock Exchange: Xinjiang Daqo New Energy Co. Limited (stock code: 688303) since June 2020; Jiangsu Suzhou Rural Commercial Bank Co. Limited (stock code: 603323) since September 2020; Chongqing Three Gorges Water Conservancy and Electrical Power Co Limited (stock code: 600116) since April 2022; and Leo Group Co. Limited (stock code: 2131) from March 2021 to April 2024.

Mr. Yuan obtained his doctorate degree in accounting from Shanghai University of Finance and Economics in June 2012 and completed his postdoctoral studies in applied economics in 2014 at Tsinghua University.

**Ms. Chan Wing Ki Michele**

*(Chief Financial Officer)*

Ms. Chan, aged 45, was appointed as the Financial Controller of the Company on 9 April 2012 and was redesignated as the Chief Financial Officer of the Company on 25 August 2016. Ms. Chan began her career in Dell Australia Ltd as an accountant and was primarily responsible for preparing daily and monthly reports of assets, liabilities and inventories from 2006 to 2007. From 2007 to 2008, she was appointed as an assistant accountant in BEA System Pty Ltd, and was responsible for accounts receivable and payable function as well as supporting the senior accountant and finance function. From 2008 to 2010, she was appointed as a fund accountant in ING Real Estate Fund Investment Management Australia (INGREFIMA), and was primarily responsible for controlling and adjusting daily reports, and preparing cash, asset and liability forecasts. In 2010, she was appointed as a staff accountant of the Carlyle Management Hong Kong Limited and was responsible for assisting the establishment of a branch office in Australia and handling accounting duties for the branch offices located in Australia, Singapore and Korea.

Ms. Chan graduated from Macquarie University, Sydney, Australia with Bachelor of Commerce (Accounting). She also obtained a Postgraduate Diploma, majoring in Commerce, granted by the University of Sydney, Sydney, Australia in October 2006. Ms. Chan was admitted as a Certified Practising Accountant of the Certified Practising Accountants, Australia in December 2009.

**Mr. Tam Chi Ming George**

*(Company Secretary)*

Mr. Tam, aged 50, has over 20 years of experience in financial management, operation and compliance. Mr. Tam has been working as the chief investment officer at Hengli Investments Holding (Group) Limited since March 2014, where he is responsible for deal structuring and execution, financial management and project financing, and working as chief financial officer at Shangshan Capital Group Co., Limited (上善資本集團有限公司) since August 2025. He has also been serving as an independent non-executive director of Wan Leader International Limited, a company whose shares are listed on the Stock Exchange (stock code: 8482) since 9 October 2024. From January 2010 to February 2014, Mr. Tam worked as the chief financial officer and company secretary at Sinoref Holdings Limited (now known as Cybernaut International Holdings Company Limited) (stock code: 1020), a company listed on the Stock Exchange. From January 2006 to August 2008, Mr. Tam worked for KPMG Corporate Finance Limited as a senior manager and was responsible for financial due diligence and executing merger and acquisition transactions. From July 2004 to December 2005, he worked as the finance manager at Messe Dusseldorf (China) Limited and was responsible for financial management and overseeing the business operations of the group. From December 2002 to July 2004, Mr. Tam worked as the financial controller and company secretary at AGL MediaTech Holdings Limited (stock code: 8192), a company listed on GEM of the Stock Exchange from November 2002 to April 2021. From September 1997 to October 2001, Mr. Tam worked as a senior associate at PricewaterhouseCoopers.

Mr. Tam is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Chartered member of the Royal Institution of Chartered Surveyors. Mr. Tam obtained a bachelor's degree in Accountancy from the Hong Kong Polytechnic University in 1997 and a master's degree in Business Administration from the University of London in 2007.

**13. BINDING EFFECT**

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

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

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed “9. Qualification and Consent of Expert” in this Appendix has been delivered to the Registrar of Companies in Hong Kong for registration as required by section 342C of the Companies (WUMP) Ordinance.

**15. DOCUMENTS ON DISPLAY**

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

- (a) the accountant’s report on the unaudited pro forma financial information of the Group issued by Crowe (HK) CPA Limited, the text of which is set out in Appendix II to this Prospectus;
- (b) the material contracts referred to in the paragraphs headed “8. Material Contracts” in this Appendix;
- (c) the written consent referred to in paragraph headed “9. Qualification and Consent of Expert” in this Appendix; and
- (d) the Prospectus Documents.

**16. MISCELLANEOUS**

- (a) As at the Latest Practicable Date, to the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (b) The Prospectus Documents are prepared in both English and Chinese. In the event of any inconsistency, the English texts of this Prospectus and the accompanying PAL and EAF shall prevail over their respective Chinese texts.