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

If you have sold or transferred all your shares in **Alco Holdings Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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ALCO HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Website: http://www.alco.com.hk

(Stock Code: 328)

(1) PROPOSED 2026 RIGHTS ISSUE ON THE BASIS OF FOUR (4) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD AT THE CLOSE OF BUSINESS ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS AND (2) NOTICE OF SPECIAL GENERAL MEETING

Financial Adviser to the Company	Placing Agent to the Company	Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders
ADVENT 宏智融資 Advent Corporate Finance Limited	ADVENT 宏智證券(香港) Advent Securities (Hong Kong) Limited	MESSIS 大有融資

Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 9 to 30 of this circular. The recommendation of the Independent Board Committee to the Independent Shareholders is set out on page IBC-1 of this circular. A letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders is set out on pages IFA-1 to IFA-26 of this circular.

A notice convening the SGM to be held at 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wan Chai,Hong Kong on Friday, 15 May 2026 at 11:00 a.m. or any adjournment thereof is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend and vote at the SGM in person, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event no less than 48 hours before the time appointed for holding the SGM (i.e. Wednesday, 13 May 2026 at 11:00 a.m.) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and, in such event, the instrument appointing the proxy shall be deemed to be revoked.

The 2026 Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions set out in the section headed "Letter from the Board — Proposed 2026 Rights Issue — Conditions of the 2026 Rights Issue" in this circular. Accordingly, the 2026 Rights Issue may or may not proceed. Shareholders and potential investors should excise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers. In the event that the 2026 Rights Issue is not fully subscribed, the Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Placees under the Compensatory Arrangements. The Placing Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the 2026 Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the 2026 Rights Issue.

Friday, 24 April 2026

CONTENTS

	Pages
Definitions	1
Expected Timetable	6
Letter from the Board	9
Letter from the Independent Board Committee	IBC-1
Letter from the Independent Financial Adviser	IFA-1
Appendix I — Financial Information of the Group	I-1
Appendix II — Unaudited Pro Forma Financial Information of the Group	II-1
Appendix III — General Information	III-1
Notice of the SGM	SGM-1

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

"2025 Rights Issue"	the previous issue of the rights shares by way of rights issue made by the Company and was completed on 21 November 2025
"2026 Rights Issue"	the proposed issue of the Rights Shares by way of rights issue at the Subscription Price to be made by the Company to the Qualifying Shareholders on the basis of four (4) Rights Share for every one (1) Share held on the Record Date
"Announcement"	the announcement of the Company dated 24 March 2026 in relation to, among other matters, the 2026 Rights Issue, the Placing Agreement and the transactions contemplated thereunder
"associates"	has the meaning ascribed thereto in the Listing Rules
"Board"	the board of Directors of the Company
"Business Day"	a day(s) (excluding Saturday, Sunday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
"CCASS"	the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited
"Company"	Alco Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 328)
"Compensatory Arrangements"	the compensatory arrangements pursuant to Rule 7.21(1)(b) of the Listing Rules as described in the paragraph headed "Procedures in respect of the Unsubscribed Shares and the NQS Unsold Shares and the Compensatory Arrangements" in this circular
"connected person(s)"	has the meaning ascribed thereto in the Listing Rules

"controlling shareholder"	has the same meaning ascribed thereto under the Listing Rules
"Directors"	the directors of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Board Committee"	the independent committee of the Board comprising all the independent non-executive Directors, namely Mr. Chu Hoi Kan, Mr. Lam Chi Wing and Mr. Tang Sher Kin, which has been established to advise the Independent Shareholders in respect of the 2026 Rights Issue
"Independent Financial Adviser"	Messis Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the 2026 Rights Issue, the Placing Agreement and the transactions contemplated thereunder
"Independent Shareholders"	Shareholders other than (i) all executive Directors and their respective associates; (ii) those who are involved in or interested in the 2026 Rights Issue; and (iii) those who are required under the Listing Rules to abstain from voting at the SGM
"Independent Third Party(ies)"	third party(ies) who are not connected persons of the Company and its subsidiaries and who are independent of the Company and connected persons of the Company
"Last Trading Day"	Tuesday, 24 March 2026, being the last full trading day before the release of this circular
"Latest Practicable Date"	21 April 2026 being the latest practicable date prior to the printing of this circular for ascertaining certain information referred in to this circular

"Latest Time for Acceptance"	4:00 p.m. on Friday, 12 June 2026 (or such other time and date as may be determined by the Company), being the latest time for the acceptance of, and payment for, the Rights Shares
"Listing Committee"	the listing committee of the Stock Exchange for considering application for listing and the granting of listing
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange
"Net Gain"	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Placing Shares placed by the Placing Agent under the Placing Agreement
"No Action Shareholder(s)"	Qualifying Shareholder(s) or renouncee(s) or transferee(s) of nil-paid rights under PAL(s) during the 2026 Rights Issue who do not subscribe for the Rights Shares (whether partially or fully) under the PAL(s), or such persons who hold any nil-paid rights at the time such nil-paid rights lapse
"Non-Qualifying Shareholder(s)"	Overseas Shareholder(s) whom the Board, after making enquiries, consider it necessary or expedient not to offer the 2026 Rights Issue to such Shareholder(s) on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
"NQS Unsold Shares"	the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form that have not been sold by the Company
"Overseas Shareholder(s)"	Shareholder(s) whose name(s) appear on the register of members of the Company as at close of business on the Record Date and whose address(es) as shown on such register at that time is(are) in (a) place(s) outside Hong Kong
"Placee"	means any professional, institutional and other investor, independent of and not connected with the connected persons of the Company and their respective associates, whom the Placing Agent has procured to subscribe for any of the Placing Shares pursuant to its obligations hereunder

"Placing"	arrangements to place the Unsubscribed Shares and the NQS Unsold Shares by the Placing Agent on a best effort basis to investors who (or as the case may be, their ultimate beneficial owner(s)) are not Shareholders and are otherwise Independent Third Parties during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement
"Placing Agent"	Advent Securities (Hong Kong) Limited, a licensed corporation to carry on Type 1 (dealing in securities) regulated activity under the SFO, being the placing agent appointed by the Company to place the Placing Shares under the Compensatory Arrangements
"Placing Agreement"	the placing agreement dated 24 March 2026 entered into between the Company and the Placing Agent in relation to the placing of the Placing Shares
"Placing Period"	the period from Tuesday, 23 June 2026 up to 6:00 p.m. on Friday, 3 July 2026, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Compensatory Arrangements
"Placing Shares"	the Unsubscribed Share(s) and the NQS Unsold Share(s)
"Posting Date"	Friday, 29 May 2026 or such other date as the Company may determine, being the date on which the Prospectus Documents are posted to the Qualifying Shareholders
"PRC"	means the People's Republic of China, excluding, for the purposes of this Agreement, Hong Kong, Macau and Taiwan
"Prospectus"	the prospectus to be despatched to the Shareholders by the Company containing details of the proposed 2026 Rights Issue
"Prospectus Documents"	the Prospectus and the PAL to be despatched by the Company
"Provisional Allotment Letter(s)" or "PAL(s)"	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the 2026 Rights Issue
"Public Float Requirement(s)"	the public float requirement under Rules 8.08(1)(a) and 13.32(1) of the Listing Rules

"Qualifying Shareholder(s)"	Shareholder(s) who(se) name(s) appear(s) on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholder(s)
"Record Date"	Thursday, 28 May 2026 or such other date as may be determined by the Company, being the date by reference to which the Shareholders' entitlements to the 2026 Rights Issue are to be determined
"Registrar"	the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
"Rights Share(s)"	up to 229,113,720 new Share(s) to be allotted and issued pursuant to the 2026 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) for the time being in force
"SGM"	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, to approve the 2026 Rights Issue, the Placing and the transactions contemplated thereunder
"Shares"	shares with a par value of HK$0.01 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$0.55 per Rights Share
"substantial shareholder(s)"	has the meaning ascribed to it in the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers issued by the SFC (as may be amended from time to time)
"Unsubscribed Share(s)"	the number of unsubscribed Rights Share(s) not taken up by Qualifying Shareholder(s) or renouncee(s) or transferee(s) of nil-paid rights under PAL(s) during the 2026 Rights Issue
"%"	per cent.

The expected timetable for the 2026 Rights Issue is set out below which is indicative only and has been prepared on the assumption that all the conditions of the 2026 Rights Issue will be fulfilled. The expected timetable is subject to change and further announcement(s) will be made by the Company should there be any changes to the expected timetable. All times and dates in this circular refer to Hong Kong local times and dates.

Event	**Time and date in 2026**
Latest time and date for lodging transfers document in order to qualify for attendance and voting at the SGM	4:30 p.m. on Friday, 8 May
Closure of register of members of the Company for attending the SGM (both days inclusive)	Monday, 11 May to Friday, 15 May
Latest time and date for lodging proxy forms for the SGM	11:00 a.m. on Wednesday, 13 May
Record date for determining attendance and voting at the SGM	Friday, 15 May
Expected date and time of the SGM	11:00 a.m. on Friday, 15 May
Announcement of poll results of the SGM	Friday, 15 May
Register of members of the Company re-opens	Monday, 18 May
The following events are conditional upon the results of the SGM and therefore the dates are tentative only.	
Last day of dealing in the Share on a cum-rights basis	Monday, 18 May
First day of dealing in the Share on an ex-rights basis	Tuesday, 19 May
Latest time for the Shareholders to lodge transfer of Shares in order to qualify for the 2026 Rights Issue	(4:30 p.m.) on Wednesday, 20 May
Closure of register of members of the Company for the 2026 Rights Issue (both days inclusive)	Thursday, 21 May to Thursday, 28 May
Record Date for determining entitlements to the Rights Issue	Thursday, 28 May
Register of members of the Company re-opens	Friday, 29 May
Despatch of Prospectus Documents	Friday, 29 May

Event	Time and date in 2026
First day of dealings in nil-paid Rights Shares	Tuesday, 2 June
Latest time for splitting nil-paid Rights Shares for PAL	4:30 p.m. on Thursday, 4 June
Last day of dealings in nil-paid Rights Shares	Tuesday, 9 June
Latest time for acceptance of and payment for the 2026 Rights Issue Shares	4:00 p.m. on Friday, 12 June
Announcement of the number of the Placing Shares subject to the Compensatory Arrangements	Monday, 15 June
Commencement of placing of the Placing Shares by the Placing Agent	Tuesday, 23 June
Latest time of placing of the Placing Shares by the Placing Agent	6:00 p.m. on Friday, 3 July
Last time for the 2026 Rights Issue and placing of the Placing Shares to become unconditional	Monday, 6 July
Announcement of results of the 2026 Rights Issue (including results of the placing of the Placing Shares and the amount of the Net Gain per Placing Share under the Compensatory Arrangements)	Friday, 10 July
Refund cheques to be despatched (if the 2026 Rights Issue does not proceed)	Monday, 13 July
Certificates for fully-paid 2026 Rights Issue to be despatched	Monday, 13 July
Expected commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Tuesday, 14 July
Payment of Net Gain to relevant No Action Shareholders or Non-Qualifying Shareholders	Monday, 20 July

Notes:

(1) Shareholders should note that the dates and deadlines specified in the above timetable, and in other parts of this circular are indicative only and subject to change. Further announcement(s) will be made if there is any change to the expected timetable.

(2) All references to times and dates are references to Hong Kong times and dates.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE

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

(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 Latest Time of 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 Latest Time of 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 or before 4:00 p.m. on the currently scheduled date, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

ALCO HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
Website: http://www.alco.com.hk
(Stock Code: 328)

Executive Director:
Mr. Zheng Yuxing

Non-executive Director:
Ms. Pan Ying *(Chairman)*

Independent non-executive Directors:
Mr. Chu Hoi Kan
Mr. Lam Chi Wing
Mr. Tang Sher Kin

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Unit 6, 9/F,
Wing Fung Industrial Building,
40–50 Sha Tsui Road, Tsuen Wan,
New Territories,
Hong Kong

24 April 2026

To the Qualifying Shareholders, and for information only, to the Non-Qualifying Shareholders,

Dear Sir/Madam,

(1) PROPOSED 2026 RIGHTS ISSUE ON THE BASIS OF FOUR (4) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD AT THE CLOSE OF BUSINESS ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS AND (2) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement of the Company dated 24 March 2026 in relation to, among other things, the 2026 Rights Issue, the Placing Agreement and the transactions contemplated thereunder.

The purpose of this circular is to provide you with, among other things, (i) further information regarding the 2026 Rights Issue, the Placing Agreement and the transactions contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the 2026 Rights Issue; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the 2026 Rights Issue; (iv) other information required under the Listing Rules; and (v) the notice of the SGM.

PROPOSED 2026 RIGHTS ISSUE

The Board proposes to conduct the 2026 Rights Issue on the basis of four (4) Rights Shares for every one (1) Share held as at the Record Date. Set out below are the details of the 2026 Rights Issue statistics.

Issue statistics

Basis of the 2026 Rights Issue	:	Four (4) Rights Shares for every one (1) Share held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	:	HK$0.55 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	57,278,430 Shares
Number of Rights Shares to be issued pursuant to the 2026 Rights Issue	:	Up to 229,113,720 Shares
Aggregate nominal value of the Rights Shares	:	Up to HK$2,291,137.2
Total number of Shares in issue immediately upon completion of the 2026 Rights Issue	:	Up to 286,392,150 Shares
Maximum funds raised before expenses	:	Up to approximately HK$126.0 million (assuming all the Rights Shares will be taken up)

As at the Latest Practicable Date, the Group had no outstanding debt securities, derivatives, options, warrants, convertible securities or other similar securities which are convertible or exchangeable into the Shares.

Assuming no Shares are issued or repurchased on or before the Record Date, the maximum number of 229,113,720 Rights Shares to be issued pursuant to the terms of the proposed 2026 Rights Issue represents approximately 400% of the total number of the existing

issued Shares as at the Latest Practicable Date and approximately 80.00% of the total number of the issued Shares as enlarged by the allotment and issue of the Rights Shares immediately upon completion of the 2026 Rights Issue.

Subscription Price

The Subscription Price is HK$0.55 per Rights Share, which shall be payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the 2026 Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares. According to the relevant Bermuda laws, the Company shall not issue Shares at a price below its par value.

The Subscription Price represents:

(i) a discount of approximately 20.3% to the closing price of HK$0.69 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 24.2% to the average closing price of HK$0.726 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;

(iii) a discount of approximately 4.8% to the theoretical ex-rights price of HK$0.578 per Share based on the closing price of HK$0.69 per Share as quoted on the Stock Exchange on the Last Trading Day;

(iv) a discount of approximately 16.67% to the closing price of HK$0.66 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 21.0%, represented by the theoretical diluted price of approximately HK$0.589 per Share to the benchmarked price of approximately HK$0.746 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of the Placing Agreement (i.e. 24 March 2026) of HK$0.69 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of the Placing Agreement of HK$0.746 per Share; and

(vi) a cumulative theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) in aggregation with the 2025 Rights Issue represented by a discount of approximately 24.1%, represented by the cumulative theoretical diluted price of approximately HK$3.05 per Share to the theoretical benchmarked price of HK$4.02 per Share in respect of the 2026 Rights Issue. (as defined under Rule 7.27B of the Listing Rules, taking into account the benchmarked price of the rights issue, being HK$0.746 per Share).

The Subscription Price was determined with reference to (i) the recent market price and the low trading volume of the Shares; (ii) the prevailing market conditions of the capital market in Hong Kong; (iii) the latest business performance and financial position of the Group; and (iv) the reasons for and benefits of the 2026 Rights Issue as discussed in this circular.

The Board (excluding the members of the Independent Board Committee whose opinion will be set out after considering the advice from the independent financial adviser) considers that the terms of the 2026 Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Non-underwritten basis

Subject to the fulfilment of the conditions of the 2026 Rights Issue, the 2026 Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.

In the event that the 2026 Rights Issue is not fully subscribed, any Unsubscribed Shares together with the NQS Unsold Shares will be placed on a best effort basis by the Placing Agent to independent placees under the Placing. Any Unsubscribed Shares or NQS Unsold Shares which remain not placed under the Placing will not be issued by the Company and the size of the 2026 Rights Issue will be reduced accordingly.

The Bermuda legal adviser of the Company has confirmed that there is no minimum subscription amount required to be raised from the 2026 Rights Issue under Bermuda law.

As the 2026 Rights Issue will proceed on a non-underwritten basis, a Shareholder who applies to take up all or part of his/her/its entitlement under the PAL may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the 2026 Rights Issue will be made on terms that the Company will provide for the Shareholders (other than HKSCC Nominees Limited) to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder for his/her/its assured entitlement under the 2026 Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 7.19(5)(b) of the Listing Rules.

The Company conducted an evaluation of potential underwriting arrangements for the Rights Issue, approaching a number of securities firms to assess their interest in acting as underwriter. However, only the Placing Agent expressed interest and willingness to participate as a placing agent, with no other underwriters prepared to commit to a full underwriting agreement.

Given the lack of underwriting interest, the Board determined that proceeding on a non-underwritten basis, combined with the Placing Agreement, represents the most viable and efficient approach to meet the Company's funding objectives.

Furthermore, the Placing would provide a distribution channel of the Unsubscribed Shares and NQS Unsold Shares and a compensatory mechanism for No Action Shareholders and the Non-Qualifying Shareholders. After careful deliberation, the Board concluded that the terms of the Rights Issue, including the non-underwritten structure and the Placing, are fair, reasonable, and in the best interests of the Company and its Shareholders as a whole.

Conditions of the 2026 Rights Issue

The 2026 Rights Issue is conditional upon each of the following conditions being fulfilled:

(i) the passing by more than 50% of the votes cast by the Independent Shareholders by way of poll of all necessary resolutions to be proposed at the SGM for the transactions contemplated under the 2026 Rights Issue to be effective in compliance with the Listing Rules, including but not limited to approving, confirming and/or ratifying the 2026 Rights Issue, including the allotment and issue of the Rights Shares in their nil-paid and fully-paid forms;

(ii) the delivery of the Prospectus Documents to the Stock Exchange and the issue by the Stock Exchange on or before the Posting Date of a certificate authorising registration of the Prospectus Documents with the Registrar of Companies in Hong Kong;

(iii) following registration, the posting of the Prospectus Documents to the Qualifying Shareholders and the publication of the Prospectus Document on the website of the Stock Exchange on or before the Posting Date;

(iv) the grant of listing of the Rights Shares (in both nil-paid and fully paid forms) by the Stock Exchange (either unconditionally or subject only to the allotment and despatch of the share certificates in respect thereof) and the grant of permission to deal in the nil-paid Rights Shares and the fully-paid Rights Shares by the Stock Exchange (and such permission and listing not subsequently having been withdrawn or revoked); and

(v) all other necessary waivers, consent and approvals (if required) from the relevant governmental or regulatory authorities for the 2026 Rights Issue and the transaction contemplated thereunder having been obtained and fulfilled.

None of the above conditions can be waived as the 2026 Rights Issue is subject to the above conditions, it may or may not proceed.

As at the date of the Latest Practicable Date, none of the conditions has been satisfied.

Undertakings

The Company has not received any information or irrevocable undertaking from any Shareholder of any intention in relation to the Rights Shares to be provisionally allotted to that Shareholder under the 2026 Rights Issue as at the date of this circular.

Basis of provisional allotment

The basis of the provisional allotment shall be four (4) Rights Shares (in nil-paid form) for every one (1) Share held by the Qualifying Shareholders as at close of business on the Record Date. There will be no excess application arrangements in relation to the 2026 Rights Issue.

Acceptance for all or any part of a Qualifying Shareholder's provisional allotment should be made only by lodging a duly completed PAL with a remittance for the Rights Shares being accepted with the Registrar by the Latest Time for Acceptance.

Qualifying Shareholders

The 2026 Rights Issue is only available to the Qualifying Shareholders. To qualify for the 2026 Rights Issue, a Shareholder must be registered as a member of the Company on the Record Date and not be a Non-Qualifying Shareholder.

In order to be registered as members of the Company prior to the closing of business on the Record Date, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Wednesday, 20 May 2026.

Rights of Overseas Shareholders (if any)

The Prospectus Documents are not intended to be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. The Company will comply with Rule 13.36(2)(a) of the Listing Rules and make enquiries regarding the feasibility of extending the offer of the 2026 Rights Issue to Overseas Shareholders, if any. If, after making such enquiries, the Board considers that it would be necessary or expedient not to offer the Rights Shares to Overseas Shareholders on account of either the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in such relevant jurisdiction, the 2026 Rights Issue will not be extended to such Overseas Shareholders. In such circumstances, the 2026 Rights Issue will not be extended to the Non-Qualifying Shareholders.

The basis for excluding the Non-Qualifying Shareholders, if any, from the 2026 Rights Issue will be set out in the Prospectus to be issued.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders, to be sold in the market in their nil-paid form as soon as practicable after dealings in the Rights Shares in their nil-paid form commence and before dealings in the Rights Shares in their nil-paid form end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK$100 will be paid to the Non-Qualifying Shareholders pro rata to their shareholdings held on the Record Date. In light of administrative costs, the Company will retain individual amounts of HK$100 or less for its own benefit.

Based on the register of members of the Company as at the Latest Practicable Date, there is no Overseas Shareholder.

Overseas Shareholders should note that they may or may not be entitled to participate in the 2026 Rights Issue, subject to the results of the enquiries to be made by the Board pursuant to Rule 13.36(2)(a) of the Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the Shares.

Procedures in respect of the Unsubscribed Shares and the NQS Unsold Shares and the Compensatory Arrangements

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company will make arrangements to dispose of the Unsubscribed Shares and the NQS Unsold Shares by offering the Unsubscribed Shares and the NQS Unsold Shares to independent placees for the benefit of Shareholders to whom they were offered by way of the 2026 Rights Issue. There will be no excess application arrangements in relation to the 2026 Rights Issue. On Tuesday, 24 March 2026, the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of Unsubscribed Shares and the NQS Unsold Shares to independent placees on a best effort basis.

Pursuant to the Placing Agreement, the Company appointed the Placing Agent to place the Placing Shares during the Placing Period to independent placees on a best effort basis, any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders and Prohibited Shareholders on a pro-rata basis. The Placing Agent will on a best effort basis, procure, by not later than 6:00 p.m., on Friday, 3 July 2026, placees to subscribe for all (or as many as possible) of those Unsubscribed Shares and the NQS Unsold Shares. Any Unsubscribed Shares and the NQS Unsold Shares remain not placed after completion of the Placing will not be issued by the Company and the size of the 2026 Rights Issue will be reduced accordingly.

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

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

B. the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

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

Status of the Rights Shares

The Rights Shares (when allotted, fully-paid or credited as fully paid and issued) will rank *pari passu* in all respects among themselves on the date of allotment and issue of the Rights Shares. Holders of the 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 and issue of the fully paid Rights Shares. Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

No Fractional Entitlement

No fractional entitlements to the Rights Shares will be provisionally allotted to the Qualifying Shareholders. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number) and sold by the Company in the open market if a premium (net of expense) can be obtained. Any of these Rights Shares which are not sold in the market will not be issued by the Company and the size of the 2026 Rights Issue will be reduced accordingly.

Odd lot arrangement

In order to facilitate the trading of odd lots (if any) of the Shares, a designated broker will be appointed to stand in the market to match the purchase and sale of odd lots of the Shares at the relevant market price, on a best effort basis. Shareholders should note that matching of the sale and purchase of odd lots of the Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers.

Compensatory Arrangements

The Company has appointed the Placing Agent to place the Placing Shares after the Latest Time for Acceptance of the Rights Shares to independent Placees on a best effort basis. The Placing Agent will, on a best effort basis, procure, by not later than 6:00 p.m., on Friday, 3 July 2026, acquirers for all (or as many as possible) of those Placing Shares. Any premium over the Subscription Price and the expenses of procuring such acquirers (including commission and other related expenses/fees) that is realised will be paid to the No Action Shareholders and Non-Qualifying Shareholders on a pro-rata basis. All Placing Shares which are not placed under the Placing will not be issued by the Company and the size of the 2026 Rights Issue will be reduced accordingly.

Net Gain, being the premium paid by the Placees over the Subscription Price for the Unsubscribed Shares (if any) will be paid (without interest) on a pro-rata basis (on the basis of all Unsubscribed Shares) to the No Action Shareholders and the Non-Qualifying Shareholders (but rounded down to the nearest cent after deduction of a proportionate share of the placing commission payable). It is proposed that only Net Gain to any of the No Action Shareholder(s) and the Non-Qualifying Shareholder(s) of HK$100 or more will be paid to them in Hong Kong Dollars and the Company will retain individual amounts of less than HK$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Non-Qualifying Shareholders may or may not receive any Net Gain.

Placing Agreement for Unsubscribed Shares and the NQS Unsold Rights Shares

Details of the Placing Agreement are summarised below:

Date	:	Tuesday, 24 March 2026 (after trading hours)
Issuer	:	The Company
Placing Agent	:	Advent Securities (Hong Kong) Limited, a licensed corporation to carry out Type 1 (dealing in securities) regulated activity under the SFO, was appointed as the Placing Agent to procure, on the best effort basis, placees to subscribe for the Unsubscribed Shares and NQS Unsold Shares during the Placing Period. The Placing Agent confirmed that it and its ultimate beneficial owner(s) (i) are not the Shareholder; and (ii) they are Independent Third Parties.
Placing Period	:	The period commencing from Tuesday, 23 June 2026 and end at 6:00 p.m. on Friday, 3 July 2026.

Commission and Expenses	:	The Placing Agent shall be entitled to a commission fee equal to 1.5% of the amount which is equal to the Placing price multiplied by the Placing Shares that have been successfully placed by the Placing Agent.
Placing price	:	The placing price of each of the Placing Shares shall be not less than the Subscription Price. The final price determination will be dependent on the demand and market conditions of the Placing Shares during the process of placement.
Placees	:	The Placing Shares are expected to be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies) such that the Placing will not have any implication under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing in order to safeguard the minimum public flow requirement.
Ranking of the Placing Shares	:	The Placing Shares (when placed, allotted, issued and fully paid), shall rank *pari passu* in all respects among themselves and with the Shares in issue at the date of completion of the Placing.
Conditions Precedent	:	The obligations of the Placing Agent and the Company under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled (or being waived by the Placing Agent in writing, if applicable): (i) the Listing Committee of the Stock Exchange having granted the listing of, and the permission to deal in, the Rights Shares; (ii) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion; and (iii) the Placing Agreement not having been terminated in accordance with the provisions thereof.

The Placing Agent may, in its absolute discretion, waive the fulfillment of all or any part of the conditions precedent to the Placing Agreement (other than those set out in paragraph (i) above) by notice in writing to the Company.

The Company shall use its best endeavours to procure the fulfillment of such conditions precedent to the Placing Agreement. If any of the conditions precedent to the Placing Agreement have not been fulfilled by the Placing Long Stop Date or become incapable of being fulfilled (subject to the Placing Agent not exercising its rights to waive or extend the time for fulfillment of such conditions), then the Placing will lapse and all rights, obligations and liabilities of the Company and the Placing Agent in relation to the Placing shall cease and determine, save in respect of any accrued rights or obligations under the Placing Agreement or antecedent breach thereof.

Termination : The Placing Agreement shall end on Friday, 3 July 2026 or any other date by mutual written agreement between the Placing Agent and the Company.

The engagement of the Placing Agent may also be terminated by the Placing Agent in case of force majeure resulting in the Company and the Placing Agent being unable to fulfill its duties and responsibilities under the engagement. However, if during the course of the engagement it has come to the Placing Agent's knowledge that there is any material adverse change in the business and operational environment in the Company which, in the sole opinion of the Placing Agent, may make it inadvisable to continue the engagement, the Placing Agent shall have the right to terminate the engagement by written notice to the Company with immediate effect.

The engagement between the Company and the Placing Agent in respect of the Placing Shares (including the commission and expenses payable) was determined after arm's length negotiation between the Placing Agent and the Company and is on normal commercial terms with reference to the market comparables, the existing financial position of the Group, the size of the 2026 Rights Issue, and the current and expected market conditions. The Board considers that the terms of Placing Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As the Unsubscribed Shares and NQS Unsold Shares will be placed by the Placing Agent to Independent Third Parties on a best effort basis for the benefits of the No Action Shareholders. If all or any of the Unsubscribed Shares and NQS Unsold Shares are successfully placed, any premium over the Subscription Price will be distributed to the relevant No Action Shareholders. The Company will ensure compliance with the public float requirements under Rule 8.08 of the Listing Rules following completion of the 2026 Rights Issue and the Placing. After the Placing Period, it is expected that none of the placees will become a substantial Shareholder. If any of the placees will become a substantial Shareholder after completion of the Placing and 2026 Rights Issue, further announcement(s) will be made by the Company.

The Board considered that the Compensatory Arrangements are fair and reasonable and provide adequate safeguard to protect the interests of the Company's Shareholders because:

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

(b) the Compensatory Arrangements would provide (a) a distribution channel of the Placing Shares to the Company; (b) an additional channel of participation in the 2026 Rights Issue for the Qualifying Shareholders and the Non-Qualifying Shareholders; and (c) a compensatory mechanism for the No Action Shareholders and the Non-Qualifying Shareholders. Besides, the 2026 Rights Issue will give the Qualifying Shareholders an equal and fair opportunity to maintain their respective pro rata shareholding interests in the Company. As such, the Board considered that the absence of excess application arrangement is acceptable; and

(c) the terms of the Placing Agreement, including the placing commission, are on normal commercial terms.

Application for listing of the Rights Shares

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the 2026 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 lots of 2,000 Shares.

Eligibility for admission into CCASS

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

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.

Stamp duty and other applicable fees

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy 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 and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

Share certificates and refund cheques for the 2026 Rights Issue

Subject to fulfilment of the conditions of the 2026 Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on or before Monday, 13 July 2026 to those entitled thereto at their registered addresses by ordinary post at their own risk. If the 2026 Rights Issue does not become unconditional, refund cheques without interest are expected to be posted on or before Monday, 13 July 2026 by ordinary post to the respective applicants, at their own risk, to their registered addresses.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 21 May 2026 to Thursday, 28 May 2026 (both days inclusive) for determining the entitlements to the 2026 Rights Issue. No transfer of Shares will be registered during this period.

REASONS FOR AND BENEFITS OF THE 2026 RIGHTS ISSUE AND USE OF PROCEEDS

The Company is principally engaged in the design and distribution of consumer electronic products under its ''AVITA'' brand, with manufacturing operations outsourced to original equipment manufacturers (OEMs); it is also involved in software and e-commerce development, as well as product recycling.

The Group was previously also engaged in self-manufacturing operations through its former wholly-owned subsidiary, Alco Electronics Limited, which held the Group's PRC factory operations. Due to the prolonged adverse impact of the COVID-19 pandemic and the cessation of the Group's self-manufacturing business, the PRC factory was closed down and Alco Electronics Limited suspended its operations. A winding-up order was subsequently granted by the High Court of Hong Kong against Alco Electronics Limited on 28 June 2023, following which it ceased to be a subsidiary of the Company.

Through the implementation of its financing arrangements, the Company has successfully utilised its available cash resources over the past few years to repay debts to various parties, settling the Company's major liabilities since the passing of the former Chairman, including provisions for financial guarantees, bank borrowings and shareholder loans. As part of the Group's liability settlement plan subsequent to 30 September 2025, a substantial portion of the historical financial guarantee obligations was settled by utilising part of the proceeds from the 2025 Rights Issue together with proceeds from the disposal of the Group's property asset. Since there were remaining balances due to the commercial bank after the Company utilised the proceeds from the 2025 Rights Issue and disposal of property, the Company was urged by the commercial bank to settle as it was overdue for a few years, the Company obtained an additional unsecured and unguaranteed borrowing from Proyan Consultancy Limited, an Independent Third Party, which carried interest at 20% per annum to settle the remaining balance as mentioned above.

The Company will continue to maintain operations and strive for survival during these challenging times, whilst prudently utilising cash resources to expand its business and enhance the Company's profitability. In light of the Group's operational needs and financial position, the Board considers that it is appropriate for the Company to strengthen its capital base and improve its financial flexibility through the 2026 Rights Issue.

As disclosed in the interim report of the Group for the six months ended 30 September 2025, the Group recorded net current liabilities and net liabilities position. Following completion of the 2025 Rights Issue, the Group has applied the net proceeds of HK$60.0 million in accordance with the intended use to settle the bank borrowings, loan from shareholders and part of the provision of financial guarantee and trade and other payables, which significantly reduced the Group's outstanding indebtedness.

The provision of financial guarantee represented a financial guarantee provided by the Company in favour of a bank in respect of banking facilities granted to a former subsidiary of the Company. Such financial guarantee obligation, together with the related accrued interest, has been fully settled subsequent to 30 September 2025 through a combination of proceeds

from the 2025 Rights Issue, proceeds from disposal of a property and additional borrowings obtained by the Group. The loan from shareholders together with the related accrued interest have also been fully settled as at the Latest Practicable Date.

Subsequent to the settlement of the aforesaid liabilities, in order to support its ongoing business operations and funding needs, the Group has obtained additional borrowing of approximately HK$42 million from Proyan Consultancy Limited, a company incorporated in Hong Kong and an Independent Third Party. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Proyan Consultancy Limited and its ultimate beneficial owner(s) are Independent Third Parties.

Such additional borrowing is unsecured, unguaranteed, bearing interest of 20% per annum, and primarily utilised for, among others, settlement of the remaining financial guarantee obligations and related interest, settlement of accrued interest on loan from shareholders, payment of deposits to OEM suppliers to procure component parts, secure production scheduling and capacities, acquisition of property, plant and equipment, and general working capital purposes.

The Group operates under an order-driven business model and generally commences production after obtaining customer orders. As such, the Group maintains minimal inventory level and the inventory turnover period is not significant. However, in recent periods, due to the skyrocketed demand of RAM and hard disk storage from AI boom, OEM suppliers have generally required shorter credit periods and, in certain cases, advance payments or deposits in order to secure their procurement costs for computer parts to hedge the fluctuating component prices and secure the production scheduling and capabilities prior to commencement of production. The Group has entered into strategic contractual arrangements with our major OEM suppliers to procure component parts, secure production scheduling and capacities for a period of up to two years, pursuant to which all the deposits will eventually convert into the Group's procurements and subcontracting costs during the contract term and is considered to be a temporary measure for the Group to match the latest changes in the market.

On the other hand, the Group grants credit terms to its customers in line with industry practice. As a result, there is an inherent timing mismatch between cash outflows to suppliers (including deposits and trade payables) and cash inflows from customers (trade receivables). The Directors consider that such timing difference is a normal working capital characteristic of the Group's business model. The settlement of trade and other payables using part of the proceeds from the 2026 Rights Issue is intended to address such working capital timing mismatch and support the Group's ongoing operations. It does not represent the funding of the Group's operating losses. The Group has maintained a satisfactory track record in managing its trade receivables, with minimal bad debt experience in recent years.

Assuming full subscription of the Rights Shares, the net proceeds of the 2026 Rights Issue and the Placing (after deduction of expenses) are estimated to be approximately HK$121.8 million. The Company intends to apply the net proceeds as follows:

(i) approximately HK$50.0 million (approximately 41%) of the net proceeds will be used for the repayment of the other borrowing and related finance costs owing to Proyan Consultancy Limited. The repayment of such borrowing is expected to reduce finance costs, improve the Group's capital structure and enhance its financial stability. The above proceeds are expected to be fully utilised by September 2026.

(ii) approximately HK$22.0 million (approximately 18%) of the net proceeds will be used for settlement of overdue amounts due to OEM suppliers, subcontractors, software licensors, logistics and service providers. As at 28 February 2026, the ageing of such overdue amounts was:

— approximately HK$0.6 million with no overdue;

— approximately HK$13.1 million overdue for 0–30 days;

— approximately HK$4.8 million overdue for 31–60 days;

— approximately HK$3.0 million overdue for 61–90 days; and

— approximately and HK$1.5 million overdue for over 90 days.

Such overdue amounts arose from a combination of tighter supplier credit terms and deposit requirements, timing mismatch between receivable collection and supplier settlement, and prioritisation of settlement of legacy liabilities following the 2025 Rights Issue. The settlement of such creditors and liabilities is expected to improve the Group's operational efficiency and strengthen its working relationships with key business partners, which is important in the fast-paced consumer electronics market. The above proceeds are expected to be fully utilised by September 2026;

(iii) approximately HK$31.5 million (approximately 26%) of the net proceeds will be used for development and strengthen our Asia-Pacific region markets and enhancement of the Group's product design capabilities for notebook and tablet products. The Group intends to establish physical stores in key Asia-Pacific region sales points to enhance the brand's recognition and loyalty in these markets and subcontract local qualified service centers to strengthen the product warranty and after-sales service network. The development in Asia-Pacific region markets in the medium term helps the Group to reduce reliance on external distributors and achieve cost efficiencies. Apart from that, the Group intends to procure new 3D printing and scanning equipment to shorten the product development lead times, enhance efficiency and reduce the subcontracting mould costs. The above proceeds are expected to be fully utilized by October 2026; and

(iv) approximately HK$18.3 million (approximately 15%) of the net proceeds will be used for the general working capital, comprising approximately HK$2.0 million for staff costs and salaries; HK$3.0 million for sales commissions; HK$2.0 million for shipping and logistics expenses; HK$2.0 million for rental and office expenses; HK$1.0 million for professional and compliance fees; HK$1.3 million for IT, system and administrative expenses; and HK$7.0 million for contingency buffer and general operating cashflow reserve. The Directors believe that the proceeds will help to replenish the working capital of the Group to support its ongoing operations. The above proceeds are expected to be fully utilized by December 2026.

The above allocation of proceeds has been determined by the Board after taking into account the Group's current operational requirements and financial position. The Board believes that the proposed use of proceeds will support the Group's ongoing business operations and enhance the Group's financial position.

The Company has considered other fund-raising alternatives before resolving to the 2026 Rights Issue, including but not limited to debt financing, placing of new Shares and open offer.

Prior to proceeding with the 2026 Rights Issue, the Company had approached commercial banks and financial institutions regarding possible debt financing. However, following the disposal of the Group's property asset and in light of the Group's then net liabilities position, the Company was unable to obtain financing on acceptable commercial terms, as lenders generally required pledged assets and/or stronger balance sheet metrics. The Directors therefore considered that further debt financing would result in additional finance costs and would not be as suitable as equity financing.

The 2025 Rights Issue was primarily utilised to resolve the Group's legacy liabilities, including bank borrowings, shareholder loans, financial guarantee obligations and creditors, while part of the proceeds was also applied towards the establishment of the Group's physical store and service centre in Malaysia, which has since commenced operations. The Group is also progressing its Indonesia expansion plan, with expected commencement of operations around June 2026.

Following substantial completion of the above liability settlement, the 2026 Rights Issue is intended to refinance the high-cost bridge borrowing from Proyan Consultancy Limited, normalise supplier settlement cycles and support the Group's Asia-Pacific sales expansion and product development plans.

The management has been striving to streamline the burden arising from the overdue liabilities and the related finance costs. Upon completion of the 2025 Rights Issue and the 2026 Rights Issue, the Group expects that substantially all overdue liabilities will be fully settled and its financial position will be materially improved. This will enhance the Group's financial flexibility and may enable the Group to explore other debt financing alternatives as and when appropriate in the future. Therefore, the Board considers the short interval between the 2025 Rights Issue and the 2026 Rights Issue represents the most suitable fundraising option and is in the interests of the Company and the Shareholders as a whole.

The Company has no present intention to conduct further equity fundraising activities in the next 12 months.

In view of the above, the Board (excluding the members of the Independent Board Committee whose opinion will be rendered after considering the advice from the independent financial adviser) considers that as compared to raising fund by other means, raising funds by way of the 2026 Rights Issue, which will allow Qualifying Shareholders to participate in the future development of the Company and at the same time offer more flexibility to the Qualifying Shareholders to choose whether to maintain their respective pro-rata shareholding interests in the Company and dealing with the Shares, is an appropriate fundraising method and is fair, cost effective, efficient and beneficial to the Company and its shareholders as a whole.

SHAREHOLDER STRUCTURE

To the best knowledge of the Directors, set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) upon the 2026 Rights Issue Completion assuming full acceptance by all Qualifying Shareholders under 2026 Rights Issue ("**Scenario 1**"); and (iii) immediately after the 2026 Rights Issue Completion and the Placing Completion, assuming no subscription by the Qualifying Shareholders and all the Placing Shares are placed to Independent Third Parties under the Placing ("**Scenario 2**"):

	As at the date of this circular		**Scenario 1** *(Note 1)*		**Scenario 2** *(Note 1, 2)*	
	Number of Shares	*%*	*Number of Shares*	*%*	*Number of Shares*	*%*
Public Shareholders						
— Public Shareholders	57,278,430	100.0	286,392,150	100.0	57,278,430	20.0
— The Placees	—	—	—		229,113,720	80.0
Total	57,278,430	100.0	286,392,150	100.0	286,392,150	100.0

Notes:

1. These scenarios are for illustrative purposes only. The Company has entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to procure Placee(s), on a best effort basis, to subscribe for the Placing Shares.

2. In the extreme case as illustrated in Scenario 2 above, assuming that (a) no subscription by the Qualifying Shareholders; and (b) the Placing Agent successfully places all the Placing Shares to one single Placee under the Placing, upon Completion, only 57,278,430 Shares will be held by public Shareholders, representing approximately 20.0% of the total issued Shares as enlarged by the allotment of the Rights Shares, which falls below the minimum Public Float Requirements under Rule 8.08(1). In such case, the Placing Agent will determine to scale down the number of Shares to be subscribed by such single Placee in order to ensure the compliance with the Public Float Requirements. In other situation, when there are more than one Placees, depending on Placees' subscription situation, if the Public Float Requirements could not be met, the restriction that Placees shall not be substantial shareholders will apply. Upon receipt of subscription applications from Placees under the Placing, the Placing Agent shall be obliged to thoroughly review such applications to ensure that the Public Float Requirements are complied.

3. Pursuant to the Placing Agreement, depending on placees' subscription situations, placees shall not be substantial shareholders in order to ensure that the Public Float Requirements are complied. The Placing Shares are expected to be placed to placees, who are third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with any directors or substantial shareholders of the Company or its subsidiaries or any of their respective associates; and none of the placees shall be obliged to make a mandatory general offer to the other Shareholders under the Takeovers Code.

If a Qualifying Shareholder does not accept the Rights Shares provisionally allotted to him/her/it in full under the 2026 Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

EQUITY FUNDRAISING ACTIVITIES IN THE PAST 12 MONTHS

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

Date of Announcement	Event	Net proceeds	Intended use of net proceed	Actual use of net proceeds as at the Latest Practicable Date
21 November 2025	Rights Issue of 45,822,744 new shares	HK$143.938 million	i) approximately HK$60.0 million for repayment of bank and other borrowings owed by the Group. ii) approximately HK$65.5 million for repayment of creditors and other liabilities iii) approximately HK$7.0 million for development of new business segment iv) approximately HK$11.4 million for the general working capital of the Group	Fully utilised as intended

Save as disclosed above, the Company had not conducted any equity fund raising activities in the past twelve months immediately preceding the date of the Latest Practicable Date.

LISTING RULES IMPLICATIONS

2026 Rights Issue

In accordance with Rule 7.19A(1) and Rule 7.27A(1) of the Listing Rules, as the 2026 Rights Issue will increase the total number of issued Shares of the Company by more than 50% within 12 months period immediately preceding the Latest Practicable Date, the 2026 Rights Issue is conditional upon the minority Shareholders' approval of at the SGM.

As at the Latest Practicable Date, the Company does not have any controlling shareholder as defined under the Listing Rules and none of the Directors and the chief executive of the Company and their respective associates holds any Share. Accordingly, no other Shareholder is required to abstain from voting at the SGM. No Shareholder has informed the Company that he/she/it intends to vote in favour of or against the proposed resolutions in connection with the 2026 Rights Issue as at the Latest Practicable Date.

The 2026 Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the 2026 Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

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

The 2026 Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid Rights Shares. Please refer to the section headed "Conditions of the 2026 Rights Issue".

Shareholders and potential investors of the Company should note that each of the 2026 Rights Issue and the Placing is subject to the fulfilment of certain conditions. If any of the conditions of the 2026 Rights Issue and/or the Placing are not fulfilled, the 2026 Rights Issue and/or the Placing will not proceed.

SGM

A notice convening the SGM to be held at 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wan Chai,Hong Kong on Friday, 15 May 2026 at 11:00 a.m. at which ordinary resolutions will be proposed to consider and approve the 2026 Rights Issue is set out on pages SGM-1 to SGM-3 of this circular. All the resolutions to be proposed at the SGM will be taken by poll and an announcement on the results of the SGM will be made by the Company after the SGM.

Whether or not you intend to attend the SGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon in any event no later than Wednesday, 13 May 2026 at 11:00 a.m. (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

DESPATCH OF PROSPECTUS DOCUMENTS

Subject to the fulfilment of certain conditions of the Rights Issue including the approval of the Rights Issue by the Independent Shareholders at the SGM, the Prospectus containing further information in relation to the Rights Issue and financial and other information relating to the Group is expected to be despatched by the Company together with the PAL on or before Friday, 29 May 2026. The Prospectus is being made available and/or despatched (subject to Shareholders' election to receive physical copies) to the Shareholders. A copy of the Prospectus will also be made available on the websites of the Company (www.alco.com.hk) and the Stock Exchange (www.hkexnews.hk). 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 Company will send copies of the Prospectus to Non-Qualifying Shareholders for their information only but will not send the PAL to them.

The PAL, as an actionable corporate communication and a temporary document of title, will be despatched in printed form to the Qualifying Shareholder(s) only and entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein.

RECOMMENDATION

The Board considers that the 2026 Rights Issue are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Independent Shareholders to vote in favour of the ordinary resolution as set out in the notice of the SGM.

Your attention is drawn to the letter from the Independent Board Committee set out on pages IBC-1 to IBC-2 of this circular and the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders set out on pages IFA-1 to IFA-26 of this circular in connection with the 2026 Rights Issue and the transactions contemplated thereunder and the principal factors and reasons considered by the Independent Financial Adviser in arriving at such advice.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, considers that the 2026 Rights Issue and the transactions contemplated thereunder are fair and reasonable so far as the Independent Shareholders are concerned and on normal commercial terms or better and in the ordinary and usual course of business of the Company and in the interests of the Company and the Shareholders as a whole.

Shareholders are advised to read the letter from the Independent Board Committee and the letter from the Independent Financial Adviser before deciding how to vote on the resolutions to be proposed at the SGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information as set out in the appendices to this circular.

By order of the Board
Alco Holdings Limited
Yu Ngai
Company Secretary

The following is the text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the 2026 Rights Issue and the transactions contemplated thereunder.

ALCO HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Website: http://www.alco.com.hk

(Stock Code: 328)

24 April 2026

To the Independent Shareholders

Dear Sir or Madam,

(1) PROPOSED 2026 RIGHTS ISSUE ON THE BASIS OF FOUR (4) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD AT THE CLOSE OF BUSINESS ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS AND (2) NOTICE OF SPECIAL GENERAL MEETING

We refer to the circular of the Company dated 24 April 2026 (the "**Circular**") of which this letter forms part. Unless the context specifies otherwise, capitalised terms used herein have the same meanings as defined in the Circular.

We have been appointed by the Board as the Independent Board Committee to advise the Independent Shareholders as to whether the terms of the 2026 Rights Issue and the Placing Agreement, and the transactions contemplated thereunder are on normal commercial terms, in the interests of the Company and the Shareholders as a whole, and the terms of which are fair and reasonable insofar as the Independent Shareholders are concerned.

The Independent Financial Adviser has been appointed as the independent financial adviser to advise us and the Independent Shareholders in this respect. Having taken into account the terms of the 2026 Rights Issue and the Placing Agreement, and the advice from the Independent Financial Adviser, we are of the opinion that the terms of the 2026 Rights Issue and the Placing Agreement, and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend you to vote in favour of the resolutions to be proposed at the SGM to approve the 2026 Rights Issue, the Placing Agreement, and the transactions contemplated thereunder.

Yours faithfully,
The Independent Board Committee of
Alco Holdings Limited

Mr. CHU Hoi Kan	**Mr. LAM Chi Wing**	**Mr. TANG Sher Kin**
Independent non-executive Director	*Independent non-executive Director*	*Independent non-executive Director*

The following is the letter of advice from the Independent Financial Adviser, Messis Capital Limited, to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in this circular.

MESSIS 大有融資

24 April 2026

Dear Sir/Madam,

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

INTRODUCTION

We, Messis Capital Limited, refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed issue of the Rights Shares by way of rights issue at the Subscription Price to be made by the Company to the Qualifying Shareholders on the basis of four (4) Rights Share for every one (1) Share held on the Record Date ("**2026 Rights Issue**"), details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in the circular of the Company dated 24 April 2026 issued to the Shareholders (the "**Circular**"), of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular, unless otherwise specified.

As disclosed in the "Letter from the Board", the Board proposes to conduct the 2026 Rights Issue at the Subscription Price of HK$0.55 per Rights Share on the basis of four (4) Rights Shares for every one (1) share held on the Record Date to raise up to approximately HK$126.0 million (before expenses) by issuing up to 229,113,720 Rights Shares.

As the 2026 Rights Issue will increase the total number of issued Shares of the Company by more than 50% within 12 months period immediately preceding the date of the relevant announcement, the 2026 Rights Issue is conditional upon the Shareholders' approval at the SGM, and any controlling shareholders of the Company and their associates, or where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) in relation to the 2026 Rights Issue at the SGM.

As at the Latest Practicable Date, the Company does not have any controlling shareholder as defined under the Listing Rules and none of the Directors and the chief executive of the Company and their respective associates holds any Share. Accordingly, no other Shareholder is required to abstain from voting at the SGM.

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders in respect of the 2026 Rights Issue and as to the voting action therefor.

OUR INDEPENDENCE

Except for being appointed as independent financial adviser to the Company regarding the issue of the Rights Shares by way of rights issue at the Subscription Price to be made by the Company to the Qualifying Shareholders on the basis of four (4) Rights Share for every one (1) Share held on the Record Date, which the circular has been despatched on 1 September 2025, we have not acted as an independent financial adviser and have not provided any other services to the Company during the past two years. As at the Latest Practicable Date, we were not aware of any relationships or interests between us and the Company or any other parties that could be reasonably be regarded as hindrance to our independence as defined under Rule 13.84 of Listing Rules to act as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Subscription. We are not associated with the Company, its subsidiaries, its associates or their respective substantial shareholders or associates or any other parties to the Subscription, and accordingly, are eligible to give independent advice and recommendations on the terms in relation to the 2026 Rights Issue. Apart from normal professional fees payable to us in connection with this appointment as the independent financial adviser to the Independent Board Committee and the Independent Shareholders, no arrangement exists whereby we will receive any fees from the Company, its subsidiaries, its associates or their respective substantial shareholders or associates or any other parties that could reasonably be regarded as relevant to our independence.

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have considered, among other things, (i) the Company's interim reports for the six months ended 30 September 2024 ("**HY2024**") and 2025 ("**HY2025**"); (ii) the Company's annual reports for the financial years ended 31 March 2024 ("**FYE2024**") and 2025 ("**FYE2025**"); (iii) the relevant announcements and circular in relation to the 2025 Rights Issue; (iv) the relevant announcement; and (v) other information as set out in the Circular. We have also relied on all relevant information, opinions and facts supplied and represented by the Company and the management of the Company. We have assumed that all such information, opinions, facts and representations contained or referred to in the Circular, for which the Company is fully responsible, were true and accurate in all material respects as of the date hereof and may be relied upon. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Company, and the Company has confirmed that no material facts have been withheld or omitted from the information provided and referred to in the Circular, which would make any statement therein misleading.

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out independent verification of the information provided by the management and the representations of the Company, nor have we conducted any form of in-depth investigation into the businesses, affairs, operations, financial position or future prospects of the Company or any of its subsidiaries.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely in connection for their consideration of the Rights Issue and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent. Our opinion is based on the financial, economic, market and other conditions in effect and the information made available to us as of the Latest Practicable Date.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In considering whether the terms of the Rights Issue are fair and reasonable so far as the Independent Shareholders are concerned, we have taken into account the principal factors and reasons set out below:

1. Background information

The Group mainly operates in Hong Kong and Taiwan and is principally engaged in designing and distribution of consumer electronic products including notebook products.

	For the year ended 31 March		**For the six months ended 30 September**	
HK$000	**2024**	**2025**	**2024**	**2025**
	(audited)	*(audited)*	*(unaudited)*	*(unaudited)*
Revenue	148,422	99,313	49,690	61,948
Other income, gain and loss	65,007	2,483	2,477	—
Administrative expenses	(50,295)	(46,787)	(23,244)	(16,510)
Finance costs	(9,458)	(9,961)	(2,137)	(2,491)
Profit/(Loss) for the year from discontinued operations	594,842	—	—	—
Profit/(Loss) for the year	591,772	(64,270)	(24,309)	(19,417)
Total assets	182,410	179,494	178,380	169,918
Total liabilities	(269,937)	(244,187)	(257,812)	(254,027)
Net liabilities	(87,527)	(64,693)	(79,432)	(84,109)

HY2024 vs HY2025

Revenue increased by approximately 24.7% from approximately HK$49.7 million for HY2024 to approximately HK$61.2 million for HY2025. The change in revenue was mainly due to the increase in revenue generated from the sales of self-branded notebook computers supported by the enhanced product mix with pricing strategy.

The Group has recorded no other income HY2025 due to the deconsolidation of subsidiaries.

Administrative expenses decreased by 29.0% from approximately HK$23.2 million for HY2024 to approximately HK$16.5 million for HY2025. It is noted that employee benefit expenses (including directors' emoluments) decreased 47.4% during the year.

Finance costs increased by approximately 16.6% from approximately HK$2.1 million for HY2024 to approximately HK$2.5 million for HY2025. The change in finance costs was mainly attributed to the increase in interest expense on bank and other borrowings and loans from shareholders.

The Group recorded loss of approximately HK$19.4 million for HY2025 compared to loss of approximately HK$24.3 million for HY2024. The improvement of net result is mainly due to enhanced turnover and gross profit margin for the six months ended 30 September 2025.

The Company recorded net current liabilities of approximately HK$143.0 million and current liabilities of approximately HK$224.0 million as of HY2025, of which provision of financial guarantee was approximately HK$106.8 million, bank borrowings were approximately HK$47.5 million, loans from shareholders remained at approximately HK$38.1 million and trade payable of approximately HK$9.2 million. The Company further recorded non-current liabilities of approximately HK$30.0 million as of HY2025, which was all comprised of bank borrowings.

The Company completed the 2025 Rights Issue on 24 November 2025 and issued 45,822,744 ordinary shares at the price of HK$3.24 per Share. The Company received net proceeds of approximately HK$143,938,000. The net proceeds from the 2025 Rights Issue of approximately HK$125.5 million were utilized for the purposes of repayment of bank and other borrowing and settlement of external debts. The balance of the proceeds were fully utilized in developing new business segments and working capital purposes.

As of HY2025, the Company had bank balance and cash of approximately HK$16.2 million and after deduction of bank and other borrowings of approximately HK$47.5 million, provision of financial guarantee was approximately HK$106.8 million and loans from shareholders were approximately HK$38.1 million, it had net borrowing of approximately HK$176.2 million.

FYE2024 vs FYE2025

Revenue decreased by approximately 33% from approximately HK$148.4 million for FYE2024 to approximately HK$99.3 million for FYE2025. The change in revenue was mainly due to economic downturn worldwide and people reduces personal consumptions in markets. It is noted that no revenue was derived from Europe and others compared to HK$43.0 million in previous year.

Other income decreased by approximately 96.2% from approximately HK$65.0 million for FYE2024 to approximately HK$2.5 million for FYE2025. The change in other income was mainly due to the decrease in gain on deconsolidation of

subsidiaries and gain on termination of lease. On 10 January 2024, a winding up petition was filed with The High Court of the Hong Kong (the "**Court**") against Nexstgo Company Limited, an indirect wholly-owned subsidiary of the Company. Nexstgo was ordered to be wound up by the Court and an official receiver be appointed as the provisional liquidator of Nexstgo. Accordingly, the Group had deconsolidated Nexstgo as the Group's control over Nexstgo had been lost. On 29 May 2024, a winding up petition was filed with the Court against AVITA TECHNOLOGIES INTERNATIONAL CO LTD, a direct partial-owned subsidiary of the Company. AVITA TECH was ordered to be wound up by the Court and an official receiver be appointed as the provisional liquidator of AVITA TECH. Accordingly, the Group had deconsolidated AVITA TECH as the Group's control over AVITA TECH had been lost.

Administrative expenses decreased by 7.0% from approximately HK$50.3 million for FYE2024 to approximately HK$46.8 million for FYE2025. It is noted that employee benefit expenses (including directors' emoluments) decreased 47.4% during the year.

Finance costs increased by approximately 5.3% from approximately HK$9.5 million for FYE2024 to approximately HK$10.0 million for FYE2025. The change in finance costs was mainly attributed to the increase in interest expense on bank and other borrowings and loans from shareholders.

On 31 August 2022, the Board has ceased the operation of the production line in Dongguan. A winding up petition was filed with the Court on 28 June 2023 against Alco Electronics Limited ("**AEL**"), a direct wholly-owned subsidiary of the Company. On 28 June 2023, AEL was ordered to be wound up by the Court and an official receiver be appointed as the provisional liquidator of AEL. Accordingly, the Group had deconsolidated AEL as the Group's control over AEL had been lost. The Group recorded profit from discontinued operations of approximately HK$594.8 million for FYE2024. In the absence of such one-off gain and the decrease in revenue for FYE2025, the Group recorded loss of approximately HK$64.3 million for FYE2025 compared to profit of approximately HK$591.8 million for FYE2024.

The Company recorded net current liabilities of approximately HK$142.7 million and current liabilities of approximately HK$231.1 million as of FYE2025, of which provision of financial guarantee was approximately HK$108.5 million, bank and other borrowings were approximately HK$47.5 million, loans from shareholders were approximately HK$38.1 million and trade payable of approximately HK$7.3 million. The Company further recorded non-current liabilities of approximately HK$13.1 million as of FYE2025, of which bank and other borrowings were approximately HK$12.0 million.

On 20 November 2024, the Company successfully placed new shares at the placing price of HK$3.49 per placing share. The net proceeds from the placing of approximately HK$65.2 million were fully utilized for the purposes of repayment of bank and other borrowing, settlement of external debts and general working capital of the Group.

As of FYE2025, the Company had bank balance and cash of approximately HK$10.1 million and after deduction of bank and other borrowings of approximately HK$47.5 million, provision of financial guarantee was approximately HK$108.5 million and loans from shareholders were approximately HK$38.1 million, it had net borrowing of approximately HK$184.0 million.

Disclaimer of opinion for FYE2024 and FYE2025

In the annual report for FYE2025, the auditors explained that they could not express an opinion on the Company's consolidated financial statements as there was insufficient appropriate audit evidence to satisfy themselves about the appropriateness of the use of the going concern basis of accounting in the preparation of the consolidated financial statements as the Group incurred loss from continuing operations of approximately HK$64.3 million and net current liabilities of approximately HK$142.7 million. The Group has defaulted in repayment of bank borrowings of approximately HK$47.5 million, which became immediately repayable. The current liabilities also included a provision of financial guarantee of approximately HK$108.5 million for former subsidiaries for borrowings and related interest payables. As of HY2025, the Company had bank balance and cash of approximately HK$16.2 million and after deduction of bank and other borrowings of approximately HK$47.5 million, provision of financial guarantee was approximately HK$106.8 million and loans from shareholders were approximately HK$38.1 million, it had net borrowing of approximately HK$176.2 million.

We note that the Board considers that it is appropriate to prepare the consolidated financial statements on the going concern basis taking into account the following information:

(i) Restructure of bank and other borrowings

The bank and other borrowings of approximately HK$47.5 million repayable on demand or within one year was defaulted in repayment as of FYE 2025.

The Group is negotiating with the banks for debt restructuring. The management is of the view that the Group will be able to obtain consent from the banks to extend the repayment of borrowings and continue to provide the banking facility to improve the liquidity position of the Group. On 18 November 2025, the Group entered into the Sale and Purchase Agreement with an independent third party of the Group to dispose the pledged property at a

consideration of HK$90,000,000 and the net proceeds will be used for the repayment of the bank borrowings and financial guarantee of the Group. The above disposal is subsequently approved by the shareholders in the SGM.

(ii) Future treatment of the loans from shareholders

As of FYE2025, the Group recorded loans from past and existing shareholders of approximately HK$38.1 million mainly from Mr. Leung Wai Sing ("**Wilson**"). As of HY2025, the loans from shareholders remained at approximately HK$38.1 million, the management of the Group had several discussions with the shareholder's loan providers. Mrs. Leung, the wife of Wilson, is in the process of applying for the estate administrator of Wilson's estate. She believes that she will be officially appointed as the estate administrator of Wilson and she is willing to discuss the extension of the shareholder's loan on behalf of Wilson. The other shareholders also indicate to extend their shareholders' loan accordingly.

(iii) Restructure of trade payables

As of FYE2025, trade payables amounted to approximately HK$7.3 million. As of HY2025, the Group recorded trade payable of approximately HK$9.2 million. The Group will negotiate with creditors to further extend the repayment.

(iv) Cash inflow from operations

The Group is taking measures to streamline the product mix and production mode, to tighten cost controls over various costs and expenses and adopting a more flexible procurement policy to control the purchase costs with the aim to attain gross profit and positive operating cash flow.

The directors of the Company will continue with its effort in sales and marketing to promote the Group's notebook products in existing market and explore opportunities in other countries.

We also note that should the Group fail to achieve the above mentioned measures, the liquidity issues will persist and it may be unable to operate on a going concern and adjustments may have to be made to the carrying values of the Group's assets and liabilities in the financial statements.

2. Reasons for the 2026 Rights Issue and the use of proceeds

As disclosed in the "Letter from the Board", the Group intends to apply the net proceeds from the proposed 2026 Rights Issue of approximately HK$121.8 million as follows:

(i) approximately HK$50.0 million (approximately 41%) of the net proceeds will be used for the repayment of the other borrowing and related finance costs owing to Proyan Consultancy Limited. The repayment of such borrowing is expected to reduce finance costs, improve the Group's capital structure and enhance its financial stability. The above proceeds are expected to be fully utilised by September 2026.

(ii) approximately HK$22.0 million (approximately 18%) of the net proceeds will be used for settlement of overdue amounts due to OEM suppliers, subcontractors, software licensors, logistics and service providers. As at 28 February 2026, the ageing of such overdue amounts was:

— approximately HK$0.6 million with no overdue;

— approximately HK$13.1 million overdue for 0–30 days;

— approximately HK$4.8 million overdue for 31–60 days;

— approximately HK$3.0 million overdue for 61–90 days; and

— approximately and HK$1.5 million overdue for over 90 days.

Such overdue amounts arose from a combination of tighter supplier credit terms and deposit requirements, timing mismatch between receivable collection and supplier settlement, and prioritisation of settlement of legacy liabilities following the 2025 Rights Issue. The settlement of such creditors and liabilities is expected to improve the Group's operational efficiency and strengthen its working relationships with key business partners, which is important in the fast-paced consumer electronics market. The above proceeds are expected to be fully utilised by September 2026;

(iii) approximately HK$31.5 million (approximately 26%) of the net proceeds will be used for development and strengthen the Group's Asia-Pacific region markets and enhancement of its product design capabilities for notebook and tablet products. The Group intends to establish physical stores in key Asia-Pacific region sales points to enhance the brand's recognition and loyalty in these markets and subcontract local qualified service centers to strengthen the product warranty and after-sales service network. The development in Asia-Pacific region markets in the medium term helps the Group to reduce reliance on external distributors and achieve cost efficiencies. Apart from that, the Group intends to procure new 3D printing and scanning equipment to shorten

the product development lead times, enhance efficiency and reduce the subcontracting mould costs. The above proceeds are expected to be fully utilized by October 2026; and

(iv) approximately HK$18.3 million (approximately 15%) of the net proceeds will be used for the general working capital, comprising approximately HK$2.0 million for staff costs and salaries; HK$3.0 million for sales commissions; HK$2.0 million for shipping and logistics expenses; HK$2.0 million for rental and office expenses; HK$1.0 million for professional and compliance fees; HK$1.3 million for IT, system and administrative expenses; and HK$7.0 million for contingency buffer and general operating cashflow reserve.. The Directors believe that the proceeds will help to replenish the working capital of the Group to support its ongoing operations. The above proceeds are expected to be fully utilized by December 2026.

Having considered the recent financial performances of the Group and in particular, its bank balance and cash and net borrowing position, the past due bank and other borrowings and other liabilities, we concur with the Board's view that it is prudent and in the interest of the Company and the Shareholders as a whole to raise funds to meet the Group's financial obligations namely, repayment of borrowings, settlement of other liabilities and requirement of general working capital. We consider it appropriate for the Group to apply net proceeds to settle borrowings upon completion of the 2026 Rights Issue in order to reduce finance costs, which will ultimately stabilize the Group's financial position. We also consider it appropriate for the Group to settle the overdue payables immediately upon completion of the 2026 Rights Issue in order to strengthen business relationships with business partners and supports the on-going business operations as majority of the payables are overdue, only a small portion will be due by September 2026. Based on the improvement in revenue for HY2025 was mainly due to the improvement of the sales from notebook computers, we also concur with the Board's view and consider it appropriate to deploy approximately 26% of the proceeds for development and enhancement of product design capabilities, which will strengthen the Group's operational efficiency and ultimately strengthen the financial position of the Group.

As disclosed, the auditors could not express an opinion on the Company's consolidated financial statements for FYE2025 as there was insufficient appropriate audit evidence to satisfy themselves about the appropriateness of the use of the going concern basis of accounting in the preparation of the consolidated financial statements given its loss making position and liquidity issues. As of HY2025, the Company had bank balance and cash of approximately HK$16.2 million and net current liabilities of approximately HK$143.0 million. The completion of the 2026 Rights Issue will allow the Group to raise net proceeds of approximately HK$121.8 million and together with bank balances shall cover approximately 96.5% of its net current liabilities assuming no unforeseen adverse events arise. Further, the Group has devised plans to address the liquidity issues such as the restructure of bank and other borrowings, future treatment of the loans from shareholders, restructure of trade payables and cash inflow from operations as explained earlier. In view of the above, we concur with the view of the management of the

Company that it would be probable to address the disclaimer of opinion on the going concern basis of accounting for the preparation of its consolidated financial statements for the financial year ending 31 March 2026 assuming the Group could achieve the above plans and no unforeseen adverse events arise.

We note that the Company has considered other fundraising alternatives before resolving to the 2026 Rights Issue, including but not limited to debt financing, placing of new Shares and open offer. We note from the Directors that the Company had approached commercial banks and financial institutions regarding possible debt financing. We are of the view that given the loss making position and liquidity issue of the Company, and the fact that the Group does not have substantial assets to be pledged to potential lenders, it may be difficult for the Company to obtain further debt financing. Moreover, debt financing or bank loans would result in additional interest burden to and higher gearing ratio of the Group. Placing of new Shares would only be available to certain placees who were not necessarily the existing Shareholders and would dilute the shareholding of the existing Shareholders, we are of the view that the risk of dilution is especially acute when fundraisings occur in quick succession, as Shareholders who participated in the 2025 Rights Issue may find their ownership further eroded by a placing that excludes them entirely. As for open offer, although it is similar to a rights issue in offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market and accordingly, Shareholders must either participate in the offer or lose the benefit of any discount at which the new shares are offered, we are of the view that the hardship towards Shareholders is magnified when Shareholders face renewed capital calls within a twelve-month period.

The 2026 Rights Issue will allow Qualifying Shareholders to participate in the future development of the Company and at the same time offer flexibility to the Qualifying Shareholders to choose whether to maintain their respective pro rata shareholding interests in the Company or trade the relevant nil-paid Rights Shares in the market thus reducing impact from dilution of their shareholdings. Unlike a placing or open offer, the rights issue structure ensures that all Shareholders are treated equally across both fundraising events. No Shareholder is forced to dilute unless they actively choose not to participate, and the tradable rights feature mitigates the liquidity impact of back-to-back fundraisings. Having considered the above, we concur with the Board's view that fund raising by way of the rights issue which will offer Qualifying Shareholders the opportunity to maintain their respective pro rata shareholding interests in the Company is appropriate and is fair and beneficial to the Company and its shareholders as a whole.

3. Major terms of the Rights Issue

Issue statistics

Basis of the 2026 Rights Issue	Four (4) Rights Shares for every one (1) Share held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	HK$0.55 per Rights Share
Net price per Rights Shares (i.e. Subscription Price less cost and expenses incurred in the 2026 Rights Issue)	Approximately HK$0.53 per Rights Share (on the basis that all the Rights Shares will be taken up)
Number of Shares in issue as of the date of the Latest Practicable Date	57,278,430 Shares
Number of Rights Shares to be issued pursuant to the 2026 Rights Issue	Up to 229,113,720 Shares
Total number of Shares in issue immediately upon completion of the 2026 Rights Issue	Up to 286,392,150 Shares
Maximum funds raised before expenses	Up to approximately HK$126.0 million (assuming all the Rights Shares will be taken up)

Subscription Price

The Subscription Price is HK$0.55 per Rights Share, which shall be payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the 2026 Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

As disclosed in the ''Letter from the Board'', the Subscription Price was determined with reference to, among other things, (i) the recent market price and the low trading volume of the Shares; (ii) the prevailing market conditions of the capital market in Hong Kong; (iii) the latest business performance and financial position of the Group; and (iv) the reasons for and benefits of the 2026 Rights Issue as discussed in this circular.

A. Comparison of the Subscription Price

The Subscription Price represents:

(i) a discount of approximately 20.3% to the closing price of HK$0.69 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 24.2% to the average closing price of HK$0.726 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;

(iii) a discount of approximately 4.8% to the theoretical ex-rights price of HK$0.578 per Share based on the closing price of HK$0.69 per Share as quoted on the Stock Exchange on the Last Trading Day;

(iv) a discount of approximately 16.7% to the closing price of HK$0.66 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

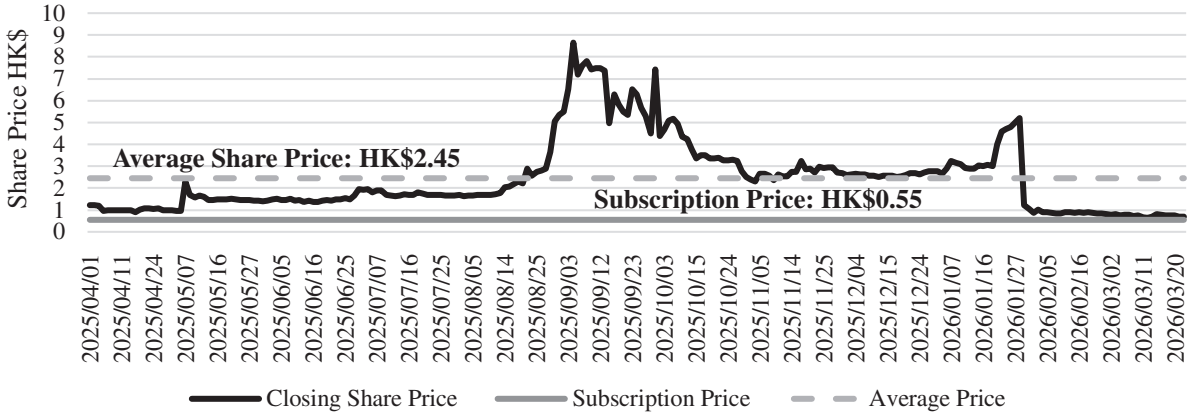
(v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 21.0%, represented by the theoretical diluted price of approximately HK$0.589 per Share to the benchmarked price of approximately HK$0.746 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of the Placing Agreement (i.e. 24 March 2026) of HK$0.69 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of the Placing Agreement of HK$0.746 per Share; and

(vi) a cumulative theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) in aggregation with the 2025 Rights Issue represented by a discount of approximately 24.1%, represented by the cumulative theoretical diluted price of approximately HK$3.05 per Share to the theoretical benchmarked price of HK$4.02 per Share in respect of the 2026 Rights Issue. (as defined under Rule 7.27B of the Listing Rules, taking into account the benchmarked price of the rights issue, being HK$0.746 per Share).

B. Historical price of the Shares

In order to assess the fairness and reasonableness of the Subscription Price, we have performed a review on the daily closing prices and trading volume of the Shares covering a period of approximately 12 months up (since 1 April 2025) to and including the Last Trading Day (the "**Review Period**") and compared such with the Subscription Price. We consider that Review Period is reasonably long enough to illustrate the historical trend and level of movement of the closing prices of the Shares and is fair to reflect the market assessment on the financial performance of the Group before and after the release of the latest interim results for HY2025 and the general market sentiment.

Daily closing price of shares



Source: www.hkex.com.hk

As shown in the chart above, during the Review Period, the average share price was approximately HK$2.45 per Share (the "**Average Share Price**"). The daily closing price ranged from HK$0.61 per Share (the "**Lowest Share Price**") to HK$8.653 per Share (the "**Highest Share Price**"). The Subscription Price of HK$0.55 represents (i) a discount of approximately 9.84% to the Lowest Share Price; (ii) a discount of approximately 93.64% to the Highest Share Price; and (iii) a discount of approximately 77.55% to the Average Share Price for the Review Period.

We notice that the Highest Share Price was recorded on one day of the Review Period and since then the share price has in general trended downward with a few rebounds. In particular, the closing price of the Shares decreased notably with volume near the end of January 2026. The Board is not aware of any reasons for the decrease in closing price of the Shares. The closing price of the Shares had been trading around the region of between approximately HK$0.60 to HK$1.00 per Share since the end of January 2026.

It is noted that the Company proposed the 2025 Rights Issue and capital reorganisation on 1 September 2025, which was approved by shareholders on 31 October 2025 and completed on 21 November 2025. Following the proposal, the

share price rose significantly from approximately HK$5.34 on 1 September 2025 to the Highest Share Price of HK$8.653 on 4 September 2025. However, the price subsequently trended downward after the approval and completion of the 2025 Rights Issue and capital reorganisation. The Company also announced the passing away of an executive director on 25 November 2025 and the disposal of property on 10 December 2025, which did not result in any immediate significant impact on the share price as it remained relatively stable in the region of HK$2.50 to HK$3.00 per Share during late November and December 2025. The notable decrease with high volume near the end of January 2026 took place well after these events. The closing price of the Shares had been trading around the region of between approximately HK$0.60 to HK$1.00 per Share since the end of January 2026.

Despite the Subscription Price represents a discount to the Average Share Price, the Subscription Price set within the most recent price trading region is reasonable as this reflected the market prices of Shares traded and the market sentiment on the prospects of the Company at the time. During the Review Period, there are a total of 246 trading days and the Shares have been traded below the Average Share Price for 139 trading days, representing approximately 56.50% of the time during the Review Period.

We note that it is a common market practice that, in order to enhance the attractiveness of a rights issue and to encourage the existing shareholders to participate in the rights issue, the subscription price of a rights issue normally represents a discount to the prevailing market prices of the relevant shares. Having considered the Group's deficit position and the difficulty to obtain new bank facilities, we concur with the Directors that the Subscription Price being set at a discount to the prevailing market prices of the Shares for the 2026 Rights Issue is in line with the general practice and is acceptable.

C. Historical trading volume of the Shares

The following table sets out the trading volume of the Shares during the Review Period:

Month	No. of Shares	No. of trading days	Average daily trading volume of Shares	Percentage of average daily trading volume to the total number of Shares in issue *(Note 1)*	Percentage of average daily trading volume to the total number of Shares held by Public Shareholders *(Note 2)*
2025					
April	1,041,946	19	54,839	0.10%	0.10%
May	18,439,238	20	921,962	1.61%	1.61%
June	3,259,018	21	155,191	0.27%	0.27%
July	8,591,921	22	390,542	0.68%	0.68%
August	17,370,648	21	827,174	1.44%	1.44%
September	21,422,748	22	973,761	1.70%	1.70%
October	7,972,938	20	398,647	0.70%	0.70%
November	3,307,609	20	165,380	0.29%	0.29%
December	2,233,907	21	106,377	0.19%	0.19%
2026					
January	121,423,263	21	5,782,060	10.09%	10.09%
February	25,142,560	17	1,478,974	2.58%	2.58%
March	18,705,216	17	1,100,307	1.92%	1.92%

Source: www.hkex.com.hk

Notes:

1. Based on the average daily trading volume of Shares divided by a total of 57,278,430 Shares issued by the Company as of the Last Trading Day.

2. Based on the average daily trading volume of Shares divided by the number of 57,278,430 Shares held by the Public Shareholders as at the Last Trading Day on the basis that the Company has no Controlling Shareholder as defined under the Listing Rules and none of the Directors and the chief executive of the Company and their respective associates holds any Share.

During the Review Period, the trading liquidity of the Shares remains generally thin. Apart from the with the average daily trading volume accounted for 10.1% of the total number of Shares in issue in January 2026, the average daily trading volume ranged from approximately 0.10% to 2.58% of the total number of Shares in

issue. As such, we consider that it is reasonable for the Subscription Price to be set at a discount to the prevailing closing prices of the Shares in order to attract the Qualifying Shareholders to participate in the 2026 Rights Issue.

D. Comparison with recent rights issue exercises

To assess the fairness and reasonableness of the terms of the 2026 Rights Issue, we have analyzed the subscription prices of other recent rights issue exercises. Based on the criteria of (i) rights issues conducted by listed companies on the Stock Exchange; and (ii) rights issues announced in the three months preceding the Last Trading Day (the "**Comparison Review Period**"), we have identified an exhaustive list of 18 comparable rights issues (the "**Comparables**"). We consider that the Comparison Review Period is sufficient as it is intended to identify the most recent rights issue transactions conducted by companies listed on the Stock Exchange under the market conditions and sentiment close enough to that of the 2026 Rights Issue thus allowing reasonable comparison of their commercial terms.

Shareholders should note that the businesses, operations and prospects of the Company are not exactly the same as the Comparables and we have not conducted any in-depth investigation into the business, operations and prospects of the Comparables. Although the Comparables may differ from the Company in terms of: (i) their principal activities, market capitalisation, profitability and financial position; (ii) the subscription prices and the amounts and the proposed use of proceeds; and (iii) the background of the respective rights issues, we still consider that the Comparables are fair and reasonable as they can provide a general reference to the Independent Shareholders on the recent range of discount of subscription price to the market price of the relevant shares of rights issue transactions in the equity capital market in Hong Kong.

The following table sets forth the details of the Comparables including business nature, market capitalisation, gross proceeds and key commercial terms such as premium or discount of subscription prices over or to closing prices and theoretical dilution effect of the rights issue transactions:

Date of announcement	Company name (Stock code)	Principal business	Market capitalisation as at the date of the respective announcement for the rights issue *HK$ million*	Approximate estimated net proceeds (full subscription) *HK$ million*	Basis of entitlement	Premium/ (discount) of the subscription price over/to the closing price per share on the last trading day *(%)*	Premium/ (discount) of the subscription price over/to the average closing price for the five consecutive trading days including and up to the last trading day *(%)*	Premium/ (discount) of the subscription price over/to the theoretical ex-rights price *(%)*	Premium/ (discount) of the subscription price over/to net asset value per share *(%)*	Theoretical dilution effect *(%)*	Fully underwritten *Yes = Y No = N*	Excess application *Yes = Y No = N*	Placing arrangement	
													Commission	*Fixed fees (HK$)*
20/3/2026	WT Group Holdings Limited (8422)	Provision of specialised works and general building works as a contractor in Hong Kong, through its operating subsidiaries.	13.3	22.5	2 for 1	(9.9)	(10.4)	(3.6)	(64.8)	6.6	N	N	3.0%	N
19/3/2026	i.century Holding Limited (8507)	Provision of apparel supply chain management (SCM) services, mainly providing services including product development, sourcing and procurement of raw materials, production management and quality control to logistics arrangement.	76.0	39.6	1 for 1	(47.4)	(45.1)	31.0	132.6	23.7	N	N	N	400,000
9/3/2026	Hang Pin Living Technology Company Limited (1682)	(i) the garment sourcing business; and (ii) the provision of financial services.	92.5	148.1	1 for 1	(28.0)	(27.7)	(16.3)	(22.7)	14.0	N	N	1.0%	N
6/3/2026	Kingland Group Holdings Limited (1751)	Provision of concrete demolition services in Hong Kong and Macau, mainly as a subcontractor.	611.9 *(Note 2)*	148.1	1 for 3	0	(2.3)	(3.1)	1,875.0	1.0	N	N	3.0%	N

Date of announcement	Company name (Stock code)	Principal business	Market capitalisation as at the date of the respective announcement for the rights issue *HK$ million*	Approximate estimated net proceeds (full subscription) *HK$ million*	Basis of entitlement	Premium/ (discount) of the subscription price over/to the closing price per share on the last trading day *(%)*	Premium/ (discount) of the subscription price over/to the average closing price for the five consecutive trading days including and up to the last trading day *(%)*	Premium/ (discount) of the subscription price over/to the theoretical ex-rights price *(%)*	Premium/ (discount) of the subscription price over/to net asset value per share *(%)*	Theoretical dilution effect *(%)*	Fully underwritten *Yes = Y No = N*	Excess application *Yes = Y No = N*	Placing arrangement *Commission*	Placing arrangement *Fixed fees (HK$)*
5/3/2026	Madison Holdings Group Limited (8057)	(i) retail sales and wholesales of wine products and other alcoholic beverages; (ii) provision of financial consultancy services; and (iii) provision of loan financing and loan referral services.	50.5	42.8	3 for 2	(40.0)	(39.1)	(21.1)	(79.8)	24.0	N	N	2.0%	N
16/2/2026	Xinming China Holdings Limited (2699)	Property development, property investment and property leasing in the PRC.	22.1	101.4	6 for 1	(20.0)	(20.0)	N/A	Net deficit	17.14	N	N	2.0%	N
16/2/2026	Mindtell Technology Limited (8611)	Provision of system integration and development services, IT outsourcing services and maintenance and consultancy services.	472.7	275.2	1 for 1	(40.6)	(43.6)	(25.5)	3.9	21.7	N	N	2.0%	N
11/2/2026	Niu Holdings Limited (8619)	Consultancy services in structural and geotechnical engineering, civil engineering practice areas and materials engineering.	23.3	30.4	2 for 1	(33.5)	(35.9)	(21.1)	(92.7)	24.0	N	N	1.0%	15,000
6/2/2026	WLS Holdings Limited (8021)	(i) the provision of scaffolding, fitting out and other auxiliary services for construction and buildings work; (ii) money lending business; and (iii) securities investment business.	144.0	83.2	1 for 1	(40.0)	(41.2)	(25.0)	(77.1)	21.6	N	N	2.5%	

Date of announcement	Company name (Stock code)	Principal business	Market capitalisation as at the date of the respective announcement for the rights issue *HK$ million*	Approximate estimated net proceeds (full subscription) *HK$ million*	Basis of entitlement	Premium/ (discount) of the subscription price over/to the closing price per share on the last trading day *(%)*	Premium/ (discount) of the subscription price over/to the average closing price for the five consecutive trading days including and up to the last trading day *(%)*	Premium/ (discount) of the subscription price over/to the theoretical ex-rights price *(%)*	Premium/ (discount) of the subscription price over/to net asset value per share *(%)*	Theoretical dilution effect *(%)*	Fully underwritten *Yes = Y No = N*	Excess application *Yes = Y No = N*	Placing arrangement *Commission*	Placing arrangement *Fixed fees (HK$)*
5/2/2026	Ta Yang Group Holdings Limited (1991)	Design, research and development, and manufacturing of new eco-friendly silicone products, and its product categories cover, amongst others, new energy vehicles, photovoltaic components, aerospace materials, medical devices, consumer electronics, and beauty products.	141.1	274.5	2 for 1	(2.4)	(4.5)	(0.8)	297.7	4.8	N	Y	N/A	N
29/1/2026	Add New Energy Investment Holdings Group Limited (2623)	Mining and processing of ilmenite ore and sale of the iron concentrates and titanium concentrates thereby produced.	2,427.1 *(Note 2)*	503.4	1 for 2	(37.7)	(34.8)	N/A	65.6	12.6	N	Y	N/A	N
27/1/2026	Pacific Legend Group Limited (8547)	(i) the sale of home furniture and accessories; (ii) rental of home furniture and accessories; and (iii) project and hospitality services, which typically involve designing, styling, decorating and furnishing commercial or residential properties such as hotels, serviced apartments and showflats	70.9	28.1	1 for 2	26.6	31.2	16.3	4.1	4.6	N	N	2.0%	N

Date of announcement	Company name (Stock code)	Principal business	Market capitalisation as at the date of the respective announcement for the rights issue *HK$ million*	Approximate estimated net proceeds (full subscription) *HK$ million*	Basis of entitlement	Premium/ (discount) of the subscription price over/to the closing price per share on the last trading day *(%)*	Premium/ (discount) of the subscription price over/to the average closing price for the five consecutive trading days including and up to the last trading day *(%)*	Premium/ (discount) of the subscription price over/to the theoretical ex-rights price *(%)*	Premium/ (discount) of the subscription price over/to net asset value per share *(%)*	Theoretical dilution effect *(%)*	Fully underwritten *Yes = Y No = N*	Excess application *Yes = Y No = N*	Placing arrangement *Commission*	Placing arrangement *Fixed fees (HK$)*
26/1/2026	Kwan On Holdings Limited (1559)	Construction related business and trading of chemical materials in Southeast Asia and the PRC	234.9	63.6	1 for 2	(17.7)	(15.1)	(12.5)	79.1	5.9	N	Y	N/A	N
15/1/2026	Shanghai International Shanghai Growth Investment Limited (770)	Investments in listed and unlisted equity and debt securities as well as in other financial instruments and investment vehicles which are established or have significant operations or businesses primarily in the Greater China region	41.3 *(Note 1)*	4.3 *(Note 1)*	3 for 8	(60.0)	(60.0)	(52.2)	47.4	16.3	N	N	1.0%	N
14/1/2026	Anchorstone Holdings Limited (1592)	Stone sales and supply and installation of marble products in Hong Kong, Macau and the PRC	43.4	62.5	4 for 1	(42.9)	(39.8)	(8.6)	Net deficit	24.0	N	N	1.25%	N
14/1/2026	Jutal Offshore Oil Services Limited (3303)	Manufacturing of oil and gas facilities and oil and gas process equipment	1,109.3 *(Note 2)*	55.1	1 for 6	(69.2)	(69.5)	(66.1)	(85.1)	9.9	N	N	1.0%	N
13/1/2026	EPI (Holdings) Limited (689)	Provision of exploration and production of oil and gas services	111.5	192.7	2 for 1	(11.1)	(21.6)	(4.0)	(76.9)	14.4	Y	Y	N/A	N

Date of announcement	Company name (Stock code)	Principal business	Market capitalisation as at the date of the respective announcement for the rights issue *HK$ million*	Approximate estimated net proceeds (full subscription) *HK$ million*	Basis of entitlement	Premium/ (discount) of the subscription price over/to the closing price per share on the last trading day *(%)*	Premium/ (discount) of the subscription price over/to the average closing price for the five consecutive trading days including and up to the last trading day *(%)*	Premium/ (discount) of the subscription price over/to the theoretical ex-rights price *(%)*	Premium/ (discount) of the subscription price over/to net asset value per share *(%)*	Theoretical dilution effect *(%)*	Fully underwritten *Yes = Y No = N*	Excess application *Yes = Y No = N*	Placing arrangement *Commission*	*Fixed fees (HK$)*
2/1/2026	HKC INTERNATIONAL HOLDINGS LTD. (248)	Electronic products sales business	58.5	9.4	1 for 2	(25.5)	(25.5)	(18.6)	(79.1)	8.5	N	Y	N/A	N
	Alco Holdings Ltd (328)	Consumer electronic products including notebook products	39.6	121.8	4 for 1	(20.3)	(24.2)	(4.8)	Net deficit	21.0	N	N	1.5%	N
Maximum			2,427.1	503.4		26.6	31.2	31.0	1,875.0	24.0			3.0	400,000.0
Average			319.1	115.8		(27.7)	(28.1)	(14.5)	120.5	14.2			1.81	207,500.0
Median			84.3	63.1		(30.8)	(31.3)	(14.4)	(9.4)	14.2			2.0	207,500.0
Minimum			13.3	4.3		(69.2)	(69.5)	(66.1)	(92.7)	1			1.0	15,000.0
After excluding the outliers:														
Maximum			472.7	275.2		26.6	31.2	31.0	297.7	24.0			3.00%	400,000.0
Average			106.4	91.9		(26.2)	(26.6)	(11.6)	5.5	15.4			1.78%	207,500.0
Median			70.9	62.5		(28.0)	(27.7)	(14.4)	(22.7)	16.3			2.00%	207,500.0
Minimum			13.3	4.3		(60.0)	(60.0)	(52.2)	(92.7)	4.6			1.00%	15,000.0

Source: www.hkex.com.hk

Notes:

1. As the share price and relevant figures of Shanghai International Shanghai Growth Investment Limited are denominated in US Dollar, the market capitalization and net proceed figures are calculated by applying a currency exchange rate of US$1 = HK$7.8 for illustration purpose.

2. Kingland Group Holdings Limited, Add New Energy Investment Holdings Group Limited and Jutal Offshore Oil Services Limited with market capitalization of approximately HK$611.9 million, HK$2,427.1 million and HK$1,109.3 million respectively, are considered as outliers as their market capitalizations are significantly higher than that of the Company.

Subscription price

The subscription price of the Comparables ranged from a premium of approximately 26.6% to a discount of approximately 69.2%, with an average discount of approximately 27.7% and median discount of approximately 30.8% over/to their respective closing prices per share on the last trading day. The discount of approximately 20.3% of the Company's Subscription Price to the closing price per Share on the Last Trading Day falls within the range and shallower than the average and median discount of the Comparables.

The subscription price of the Comparables ranged from a premium of approximately 31.2% to a discount of approximately 66.1%, with an average discount of approximately 28.1% and median discount of approximately 31.3% over/to their respective average closing prices per share for the five consecutive trading days including and up to the last trading day. The discount of approximately 24.2% of the Company's Subscription Price to the theoretical average closing price per Share for the five consecutive trading days including and up to the Last Trading Day falls within the range and shallower than the average and median discount of the Comparables.

Excluding the three outlying Comparables above, the subscription price of the remaining Comparables ranged from a premium of approximately 26.6% to a discount of approximately 60.0%, with an average discount of approximately 26.2% and median discount of approximately 28.2% over/to their respective closing prices per share on the last trading day. The discount of approximately 20.3% of the Company's Subscription Price to the closing price per Share on the Last Trading Day falls within the range and shallower than the average and median discount of the Comparables.

Excluding the three outlying Comparables above, the subscription price of the remaining Comparables ranged from a premium of approximately 31.2% to a discount of approximately 60.0%, with an average discount of approximately 26.6% and median discount of approximately 27.7% over/to their respective average closing prices per share for the five consecutive trading days including and up to the last trading day. The discount of approximately 24.2% of the Company's Subscription Price to the theoretical average closing price per Share for the five consecutive trading days including and up to the Last Trading Day falls within the range and shallower than the average and median discount of the Comparables.

We note that it is a common market practice to set the subscription price at a discount to the prevailing market prices of the relevant shares in order to enhance the attractiveness of the rights issue transactions and encourage participation of shareholders. There were 16 out of the 18 Comparables set their subscription prices at various degrees of discount to their respective closing prices on the last trading day, while 17 out of 18 Comparables set their subscription prices at various degrees of discount to their respective average

closing price on the five consecutive trading days. In line with the above, the Subscription Price was also set at discount to the closing price on the Last Trading Day and average closing price on the five consecutive trading days. Nonetheless, non-participating Shareholders who do not wish to proceed with the 2026 Rights Issue for reasons such as the degree of discount to closing prices per Share may trade their entitlements in the market thus reducing impact from dilution of their shareholdings.

Placing commission

We also note that it is not uncommon for issuer not to make arrangement for excess application for Qualifying Shareholders to apply for excess rights shares as 13 out of 18 of the Comparables have no such arrangement. The Company has entered into the Placing Agreement with the Placing Agent in relation to the placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees on a best effort basis. The Placing Agent shall be entitled to a commission equal to 1.5% of the amount that have been successfully placed by the Placing Agent.

It is noted that of the 13 Comparables with placing arrangement, 12 of which offered compensation to placing agents with placing commission only, of which 2 offered the higher of placing commission and fixed fee. 1 Comparable offered minimum fixed fee and additional commission upon successful placing. The placing commissions of the Comparables fell between 1.0% and 3.0% and fixed fees between from HK$15,000 to HK$400,000. As such, the placing commission of 1.5% in relation to the 2026 Rights Issue falls within the range of that of the Comparables.

Having considered that (i) the general downward trend of the closing prices of the Shares; (ii) the thin trading volume of the Shares during the Review Period; (iii) the discount to closing prices offered by the Subscription Price is common market practice and it falls within the range of that of the Comparables; (iv) theoretical dilution effect of the 2026 Rights Issue is in compliance with the theoretical dilution limit as defined under the Listing Rules; (v) the discount to closing prices offered by the Subscription Price could enhance the attractiveness of the 2026 Rights Issue and encourage Qualifying Shareholders to participate in it, and (vi) the placing commission falls within range of that of the Comparables, we are of the view that the Subscription Price is on normal commercial term and is fair and reasonable so far as the Independent Shareholders are concerned.

Possible dilution effect on the shareholding interests of the existing Public Shareholders

The 2026 Rights Issue allows the Qualifying Shareholders to maintain their proportionate interests in the Company and to participate in the future development of the Company should they wish to do so. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted upon completion of the 2026 Rights Issue and their aggregate shareholding interests in the Company may be reduced by a maximum of approximately 21.0%.

As shown in the table above, the theoretical dilution effect of the Comparables ranged from approximately 1.0% to 24.0%, with an average of approximately 14.2%. By excluding the outlying Comparables, the average and median theoretical dilution effect of the Comparables are approximately 15.4% and 16.3%. The theoretical dilution effect of the 2026 Rights Issue of approximately 21.0% falls within the range of the Comparables, although deeper than the average and median theoretical dilution effect of the Comparables. In general, the theoretical dilution effect of the 2026 Rights Issue is in compliance with the theoretical dilution limit as defined under the Listing Rules. Having considered (i) the theoretical dilution effect of the 2026 Rights Issue falls within range of those of the Comparables and in compliance with the theoretical dilution limit as defined under the Listing Rules; (ii) the proceeds from 2026 Rights Issue would be applied to debt repayment and working capital requirement of the Group; (iii) the 2026 Rights Issue would strengthen the financial position of the Group; (iv) all Qualifying Shareholders are offered an equal opportunity to maintain their shareholding interests in the Company and allowed to participate in the development of the Company; (v) the inherent dilutive nature of rights issues in general if the existing shareholders do not take up their entitlements thereunder in full; (vi) the 2026 Rights Issue is considered to be a better financing alternative over bank borrowings, placing or open offer; and (vii) Qualifying Shareholders who are not taking up their entitlements are given the flexibility to dispose of the nil-paid Rights Shares in open market, we are of the view that the potential dilution effect on the shareholding, which may only happen to the Qualifying Shareholders who decide not to subscribe for their pro-rata Rights Shares, is justifiable.

4. Financial Impact of the 2026 Rights Issue

(a) Net asset position

Based on the unaudited pro forma financial information of the Group set out in Appendix II to this Circular, the unaudited consolidated net tangible liabilities of the Group attributable to equity holders of the Company as of HY2025 was approximately HK$83.5 million. We note from the Letter from the Board" that subsequent to HY2025, the Company has completed the 2025 Rights Issue and obtained proceeds of approximately HK$143.9 million and obtained additional borrowing of approximately HK$42 million from Proyan Consultancy Limited. Upon completion of the 2026 Rights Issue, the Group will receive net proceeds of approximately HK$121.8 million and the Group's financial position will improve significantly that the unaudited pro forma consolidated net tangible assets of the Group attributable to equity holders of the Company immediately after completion of the 2026 Rights Issue will be approximately HK$140.3 million.

(b) Liquidity

As part of the proceeds of approximately HK$18.3 million from the 2026 Rights Issue will be used as the general working capital of the Group, the working capital position of the Group would be improved upon completion of the 2026 Rights Issue.

(c) Total debt

As of HY2025 the Company's total debt was approximately HK$222.4 million while net liability was approximately HK$84.1 million. Subsequent to HY2025, the Company has received the proceeds from the 2025 Rights Issue and approximately HK$60 million and HK$38.1 million were utilized in repayment of bank and other borrowings and loans from shareholders respectively. As per the circular of the Company dated 10 December 2025, the Company has also settled approximately HK$87.4 million of the provision of financial guarantee through disposal of a property. The Company has further obtained additional borrowing of approximately HK$42 million from Proyan Consultancy Limited. The adjusted total debt of the Company prior to the completion of 2026 Rights Issue amount to approximately HK$78.9 million. As part of the proceeds of approximately HK$50.0 million from the 2026 Rights Issue will be used for repayment of borrowings, the total debt position will be improved.

After taking into consideration of the above, in particular, the improvement of net liabilities position, improvement in liquidity position and the reduction in total debt of the Group, we are of the view that the 2026 Rights Issue is in the interest of the Company and the Shareholders as a whole.

RECOMMENDATION

Having considered the principal factors and reasons discussed above, including (i) the Group is in need of funding to settle its financial obligations; (ii) the Subscription Price set at a discount that would attract the Shareholders to participate in the Rights Issue and accordingly maintain their shareholding interests in the Company; (iii) the Shareholders could avoid dilution effect to their shareholding interests in the Company if they choose to take up their full entitlement of the Rights Shares under the Rights Issue; (iv) Shareholders who do not wish to accept the Rights Shares provisionally allotted to them could dispose of their nil-paid Rights Shares in open market; and (v) the potential positive impacts on the financial condition of the Group upon completion of the Rights Issue, we concur with the Board's view that the 2026 Rights Issue and the Placing Agreement are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders and we recommend the Independent Shareholders to vote in favour of the relevant resolutions to approve the 2026 Rights Issue and the Placing Agreement at the SGM.

Yours faithfully,
For and on behalf of
Messis Capital Limited
Thomas Lai
Chief Executive Officer

Mr. Thomas Lai is a licensed person registered with the Securities and Futures Commission of Hong Kong and regarded as a responsible officer of Messis Capital Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulatory activity under the SFO and has over 30 years of experience in corporate finance industry.

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for each of the three financial years ended 31 March 2023, 2024 and 2025 and the interim report for the period ended 30 September 2025 were disclosed in the following documents which have been published on the website of the Stock Exchange (www.hkex.com.hk) and the Company's website (https://www.alco.com.hk/):

- Annual report of the Company for the year ended 31 March 2023

  https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0731/2023073100385.pdf

- Annual report of the Company for the year ended 31 March 2024

  https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0731/2024073101566.pdf

- Annual report of the Company for the year ended 31 March 2025

  https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0731/2025073102318.pdf

- Interim report of the Company for the six months ended 30 September 2025

  https://www1.hkexnews.hk/listedco/listconews/sehk/2025/1231/2025123101513.pdf

2. INDEBTEDNESS OF THE GROUP

As at the close of business on 28 February 2026, being the latest practicable date for the purpose of ascertaining information contained in this statement of indebtedness prior to the printing of this circular, the details of the Group's indebtedness are as follows:

Other borrowings

	Notes	**As at 28 February** *HK$'000*
Current liabilities		
Other borrowing — unsecured and non-guaranteed	*(a)*	45,500
Non-current liabilities		
Bond payable	*(b)*	35,000
		80,500

Notes:

(a) As at 28 February 2026, it represents the loan from Proyan Consultancy Limited.

(b) As at 28 February 2026, bonds were issued by the Company with an aggregate principal amount of HK$35,000,000 bearing an interest rate of 6% per annum with a term of 10 years.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, the Group did not have at the close of business on 28 February 2026 any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchases commitments, guarantees or other material contingent liabilities.

3. WORKING CAPITAL STATEMENT

The Directors, after due and careful consideration, are of the opinion that, after taking into account the estimated net proceeds from the 2026 Rights Issue, its presently available financial resources, including funds internally generated from operation and the available facilities, the Group will have sufficient working capital for its operation for at least the next twelve (12) months from the date of this circular.

4. MATERIAL ADVERSE CHANGE

The Directors confirm that there was no material adverse change in the financial or trading position of the Group subsequent to 31 March 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up, up to and including the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

As disclosed in this circular, the Group is principally engaged in the design and distribution of consumer electronics products with outsourcing its manufacturing operations to original equipment manufacturers (OEMs); it is also involved in software and e-commerce development, as well as product recycling. Through the implementation of its financing arrangements, the Group has successfully utilised its available cash resources over the past few years to repay debts to various parties, settling the Group's major liabilities since the passing of the former Chairman, including provisions for financial guarantees, bank borrowings and shareholder loans. The Group will continue to maintain operations and strive for survival during these challenging times, whilst prudently utilising cash resources to expand its business and enhance the Group's profitability.

Based on the published interim report for the period ended 30 September 2025, of the Company, the Group incurred a loss for the period of approximately HK$19.4 million. As at 30 September 2025, the Company had current liabilities of approximately HK$224.0 million comprising of (i) trade and other payables of approximately HK$31.7 million; (ii) provision of financial guarantee of approximately HK$106.8 million; (iii) bank and other borrowings of approximately HK$47.5 million; and (iv) loans from shareholders of approximately HK$38.1 million.

The Company is experiencing (i) net loss position primarily due to instability in souring of raw materials and high purchase cost of raw materials due to skyrocketed demand of computer parts from AI boom. However, the Board is of the view that (i) the implementation of the subcontracting model; and (ii) fund raising as described in this circular, the loss-making financial position would gradually improve.

Taking into account that the Group had a bank balance and cash of approximately HK$16.2 million as at 30 September 2025, and the proceeds from the 2025 rights issue has been fully utilised by the Group, the Board considers it is prudent and in the interest of the Company and the Shareholders as a whole to raise additional funds to (i) repay other borrowings; (ii) settle external debts; (iii) develop and strengthen Asia-Pacific region market and enhance the Group's product design capabilities and (iv) for general working capital purposes, so that the Group has sufficient financial resources to meet the financial obligations when they fall due in the following 12 months from the Latest Practicable Date.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS ATTRIBUTABLE TO OWNERS OF THE COMPANY

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group (the "**Unaudited Proforma Financial Information**") which has been prepared by the Directors in accordance with Rule 4.29 of the Listing Rules and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" as issued by the Hong Kong Institute of Certified Public Accountants to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group attributable to equity holders of the Company as if the Rights Issue had been completed on 30 September 2025. As it is prepared for illustrative purpose only, and because of its hypothetical nature, it may not reflect a true picture of the consolidated net tangible assets of the Group attributable to equity holders of the Company had of the Rights Issue been completed as at 30 September 2025 or at any future date.

The Unaudited Pro Forma Information is prepared based on the unaudited consolidated net tangible assets of the Group attributable to equity holders of the Company as at 30 September 2025 as derived from the Group's published interim results announcement for the period ended 30 September 2025, and is adjusted for the effect of the Rights Issue as if the Rights Issue had been completed as at 30 September 2025.

	Unaudited consolidated net tangible liabilities of the Group attributable to equity holders of the Company as at 30 September 2025 *(Note 1)* *HK$'000*	**Estimated net proceeds from the Rights Issue** *HK$'000*	**Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company as at 30 September 2025 immediately after completion of the Rights Issue** *(Note 2)* *HK$'000*	**Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company as at 30 September 2025 per Share immediately after the Completion of the Rights Issue** *(Note 3)* *HK$*
Based on 229,113,720 Consolidated Shares to be issued at the Subscription Price of HK$0.55 per Share	(83,459)	121,823	38,364	0.13

Notes:

1. The unaudited consolidated net tangible liabilities of the Group attributable to equity holders of the Company of HK$83,459,000 as at 30 September 2025 is extracted from the consolidated financial statements of the Group for the period ended 30 September 2025 set out in the published interim results announcement of the Company.

2. The estimated net proceeds from the Rights Issue are based on 229,113,720 Rights Shares (calculated on the basis of four Rights Shares for every one share held as at 30 September 2025, details as disclosed in note 3) to be issued at the subscription price of HK$0.55 per Share, after deducting the estimated related expenses of HK$4,190,000 to be incurred by the Group.

3. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company as at 30 September 2025 per Share immediately after the completion of the Rights Issue is calculated based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company as at 30 September 2025 of HK$38,364,000 divided by 286,392,150 shares in issue upon completion of the Rights Issue, which comprises 57,278,430 shares in issue before the Rights Issue and 229,113,720 Shares to be issued under the Rights Issue.

4. No adjustments have been made to the Unaudited Pro Forma Financial Information to reflect any trading results or other transactions of the Group entered into subsequent to 30 September 2025.

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



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No. 168-200 Connaught Road Central,
Sheung Wan, Hong Kong
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Email: info@globallinkcpa.com
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INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

The Board of Directors of Alco Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Alco Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma net asset statement as at 30 September 2025 and related notes as set out on page II-2 of the circular issued by the Company date 24 April 2026 (the "**Circular**"). The applicable criteria on the basis of which the directors of the Company have compiled the unaudited pro forma financial information are described in Appendix II of the Circular.

The unaudited pro forma financial information has been compiled by the directors of the Company to illustrate the impact of the proposed rights issue on the basis of four rights shares for every one adjusted share held on the record date (the "**Rights Issue**") on the Group's financial position as 30 September 2025 as if the Rights Issue had taken place at 30 September 2025. As part of this process, information about the Group's financial position has been extracted by the directors of the Company from the Group's unaudited consolidated financial statement for the period ended 30 September 2025.

Directors' Responsibility for the Unaudited pro forma Financial Information

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

Our Independence and Quality Management

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

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

Reporting Accountants' Responsibilities

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

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

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

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of the Rights Issue on unadjusted financial information of the Group as if the Rights Issue had occurred at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Rights Issue at 30 September 2025 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors

in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

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

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

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

Opinion

In our opinion:

(a) the unaudited pro forma financial information has been properly compiled on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Global Link CPA Limited
Certified Public Accountants

Hong Kong
24 April 2026

1. RESPONSIBILITY STATEMENT

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

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; (ii) immediately before the completion of Increase in Authorised Share Capital but before the completion of the 2026 Rights Issue; and (iii) immediately after completion of the 2026 Rights Issue (assuming full subscription under the 2026 Rights Issue and no change in the number of Shares in issue on or before the Record Date) are as follows:

	Number
(a) As at the Latest Practicable Date: Issued Shares	57,278,430
(b) Immediately following completion of the 2026 Rights Issue: Rights Shares to be issued	229,113,720
Shares in issue after the 2026 Rights Issue	286,392,150

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

The Company did not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

The 2026 Rights Shares to be issued will be listed on the Stock Exchange. 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 the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

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

As at the Latest Practicable Date, the Company has no treasury shares.

3. DISCLOSURE OF INTERESTS

Directors' and chief executive's interests and short positions in Shares, underlying shares and debentures

As at the Latest Practicable Date, none of the Directors, or chief executives of the Company has any interests or short positions 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 were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

4. SUBSTANTIAL SHAREHOLDERS' INTEREST IN SHARES AND UNDERLYING SHARES

As at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Company, no person (other than a Director or chief executive of the Company) had, or was taken or deemed to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

5. DIRECTORS' SERVICE CONTRACTS

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

6. DIRECTORS' INTERESTS IN THE ASSETS, CONTRACTS OR ARRANGEMENT SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, none of the Directors had any interest, directly or indirectly, in any assets which have, since 31 March 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up), been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group. None of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date and which is significant in relation to the business of the Group.

7. COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

8. LITIGATIONS

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

9. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm there is no material adverse change in the financial or trading position of the Group since 31 March 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up.

10. MATERIAL CONTRACTS

Save for (i) the Placing Agreement; (ii) the sale and purchase agreement dated 18 November 2025 relating to the disposal of property for the consideration of HK$90,000,000 as announced on 18 November 2025; (iii) the placing agreement dated 7 July 2025 in relation to, among others, the 2025 Rights Issue; (iv) the equity transfer agreement dated 22 August 2025 relating to acquisition of 11% interest in the JV company at a consideration of RMB2,000,000 as announced on 22 August 2025; and (v) the placing agreement dated 28 October 2024 relating to placing of new Shares under general mandate, no material contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company or any other its subsidiaries within two years immediately preceding the date of this circular and up to the Latest Practicable Date.

11. EXPERTS AND CONSENTS

The following are the qualifications of the experts who have given their opinions, letters or advices which are contained in this Circular:

Name	Qualification
Global Link CPA Limited	Certified Public Accountants
Messis Capital Limited	a corporation licensed under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activity

As at the Latest Practicable Date, each of the experts named above (i) has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter and references to its name and/or its advice in the form and context in which they respectively appear; (ii) was not beneficially interested in any share of any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (iii) did not have any direct or indirect interest in any assets which have been acquired, or disposed of by, or leased to any member of the Group, or are proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 March 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

12. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE 2026 RIGHTS ISSUE

Board of Directors	*Executive Director:* Mr. Zheng Yuxing *Non-Executive Director:* Ms. Pan Ying *(Chairman)* *Independent non-executive Directors:* Mr. Chu Hoi Kan Mr. Lam Chi Wing Mr. Tang Sher Kin
Registered Office	Clarendon House 2 Church Street Hamilton HM11 Bermuda
Principal Place of Business in Hong Kong	Unit 6, 9/F, Wing Fung Industrial Building, 40–50 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong
Authorised representatives	Mr. Chu Hoi Kan Mr. Yu Ngai
Company secretary	Mr. Yu Ngai *(Member of The Hong Kong Institute of Certified Public Accountants)*

Auditor	Global Link CPA Limited Registered Public Interest Entity Auditor Suite 1604, 16/F, Shun Tak Centre West Tower, No. 168–200 Connaught Road Central, Sheung Wan, Hong Kong
Legal adviser to the Company as to Hong Kong laws	ZM Lawyers 20th Floor, Central 88 Nos. 88–98 DesVoeux Road Central Hong Kong
Principal Bankers	Hang Seng Bank Limited Shanghai Commercial Bank Limited
Registrars in Hong Kong	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong

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

The business address of the Directors is the same as the Company's principal place of business in Hong Kong.

Executive Director

Mr. Zheng Yuxing ("**Mr. Zheng**")

Mr. Zheng, aged 58, has over 30 years of business experience. He has established companies in mainland China and directly operated businesses of computer, communications, and other electronic equipment as a major shareholder and executive director, primarily responsible for overall management and supervision of corporate resources and administration function; Mr. Zheng has served as the chief business advisor for the Group's subsidiaries for many years, responsible for managing and coordinating the Group's operations in Greater China and Taiwan. Therefore, Mr. Zheng is highly familiar with the Group's business management.

Non-executive Director

Ms. Pan Ying ("**Ms. Pan**"), aged 39, obtained her bachelor's degree from Liaoning University of Technology in July 2009. Ms. Pan has over 15 years of experience in asset management, institutional business, securities brokerage, capital markets and investment

operations. Ms. Pan has served as the chief executive officer of Shengjun Capital Limited since March 2021. Shengjun Capital Limited is a corporation licensed by the Securities and Futures Commission of Hong Kong to carry on Type 9 (asset management) regulated activity. In this role, Ms. Pan is responsible for the overall management and strategic development of the company, with a focus on compliance oversight, investment management, risk control and team leadership.

Independent non-executive Directors

Mr. Chu Hoi Kan ("**Mr. Chu**"), aged 38, has over 10 years of experience in the accounting and corporate finance industries. He is currently an associate director in Honestum International Limited performing corporate finance advisory work since January 2019. Prior to that, he was mainly engaged in corporate finance advisory work at CLC International Limited from December 2012 to January 2019 with his last position as a manager. He also gained accounting experience from Deloitte Touche Tohmatsu from October 2010 to November 2012, with his last position as an audit senior in the audit function. Mr. Chu obtained a degree of Bachelor of Business Administration in Finance and Professional Accounting with first class honors from the Hong Kong University of Science and Technology in November 2010. He has been certified as a member of the Hong Kong Institute of Certified Public Accountants since September 2014. Mr. Chu was an independent non-executive director of MOG Digitech Holdings Limited (stock code: 1942) from September 2022 to September 2023. Mr. Chu currently serves as an independent non-executive director of DreamEast Group Limited (stock code: 593) since January 2024.

Mr. Lam Chi Wing ("**Mr. Lam**"), aged 46, obtained a bachelor of business administration in accounting and finance degree from The University of Hong Kong in December 2003, a master of science in knowledge management degree from The Hong Kong Polytechnic University in December 2006 and a master of business administration degree from The Chinese University of Hong Kong in December 2010. He is currently a postgraduate of the Executive Master in Public Administration Hong Kong Administrative Talents Program conducted by the School of Public Policy & Management at Tsinghua University. Mr. Lam joined Li & Fung Group in September 2003, where he served as the group chief representative and general manager of Southern China of Li & Fung Development (China) Limited prior to his departure in July 2015. From June 2020 to December 2020, he was a brand and new retail strategic officer of Bonjour Holdings Limited. Mr. Lam has been a deputy to the 14th National People's Congress (第十四屆全國人大代表), a member of each of the 12th and 13th Guangdong Provincial Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十二屆及第十三屆廣東省委員會) and a member of each of the 11th and 12th Zhongshan Municipal Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十一屆及第十二屆中山市委員會). Mr. Lam is currently a vice-chairman of each of the Hong Kong Guangdong Youth Association (香港廣東青年總會), the council of the Guangdong Society of Commercial Economy (廣東省商業經濟學會理事會), the Council for the Promotion of Guangdong-Hong Kong-Macao Cooperation (廣東省粵港澳合作促進會) and the Federation of Hong Kong Zhong Shan Community Organisations Limited (香港中山社團總會). He is also currently an adjunct associate

professor of the department of information systems, business statistics and operations management of the Business School of The Hong Kong University of Science and Technology, and co-director and an adjunct professor of the Center of Innovation Design and Entrepreneurship of the School of Management and Economics of The Chinese University of Hong Kong, Shenzhen. Mr. Lam served as a part-time member of the Central Policy Unit of the Government of the Hong Kong Special Administrative Region from 2011 to 2012.

Mr. Tang Sher Kin ("**Mr. Tang**"), aged 55, has about 30 years of experience in the engineering industry and project management. Mr. Tang obtained a bachelor's degree of engineering in mechanical engineering from the Oxford Polytechnic (now known as the Oxford Brookes University) in the United Kingdom in July 1992 and a master's degree of arts in global business management from the City University of Hong Kong in November 2006. Mr. Tang was admitted as a chartered engineer of the Engineering Council in December 2004, a registered professional engineer of the Engineer Registration Board in April 2009, a BEAM professional of the Hong Kong Green Building Council in July 2010 and a registered energy assessor of the Electrical and Mechanical Services Department of the Government in August 2012. Mr. Tang is a council member of The Hong Kong Institution of Engineers (HKIE) and also a fellow member of HKIE in five disciplines including (i) building services; (ii) control, automation and instrumentation; (iii) environmental; (iv) energy; and (v) mechanical. He was an independent non-executive director of Kwong Luen Engineering Holdings Limited (stock code: 1413) from February 2021 to September 2023.

14. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Company comprises all the independent non-executive Directors, namely Mr. CHU Hoi Kan, Mr. LAM Chi Wing and Mr. TANG Sher Kin. The primary duties of the audit committee of the Company include the review of the Group's financial reporting process and the internal control systems as well as risk management of the Group.

15. EXPENSES

The expenses in connection with the 2026 Rights Issue, including financial advisory fees, placing commission, printing, registration, translation, legal and accountancy charges are estimated to be approximately HK$4.19 million (assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and the placing of all Unsubscribed Shares and the NQS Unsold Shares by the Placing Agent), which are payable by the Company.

16. DOCUMENTS ON DISPLAY

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

a. the letter from the Board, which sets out on pages 10 to 31 of this Circular;

b. the letter from the Independent Board Committee, which sets out on pages IBC-1 to IBC-2 of this Circular;

c. the letter from the Independent Financial Adviser, which sets out on pages IFA-1 to IFA-26 of this Circular;

d. the letter issued by the reporting accountants regarding the unaudited pro forma financial information of the Group, which sets out in Appendix II of this Circular;

e. the material contract(s) referred to in the paragraph headed "8. Material contracts" in this appendix; and

f. the written consents from the experts as referred to in the paragraph headed "9. Experts and consents" in this appendix.

17. 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. as at the Latest Practicable Date, the Group had no exposure to foreign exchange liabilities.

c. the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text in the event of inconsistency.

ALCO HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Website: http://www.alco.com.hk

(Stock Code: 328)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an special general meeting (the "**Meeting**") of Alco Holdings Limited (the "**Company**") will be held at 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wan Chai,Hong Kong on 11:00 a.m. on Friday, 15 May 2026 at 11:00 a.m. for the purpose of considering and, if though fit, passing the below resolutions of the Company. Terms and expressions that are not expressly defined in this notice of SGM shall bear the same meaning as those defined in the circular of the Company dated 24 April 2026 (the "**Circular**").

ORDINARY RESOLUTIONS

"**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares (as defined below, in their nil-paid and fully-paid forms) to be allotted and issued to the shareholders of the Company (the "**Shareholder(s)**") pursuant to the terms and conditions of the 2026 Rights Issue becoming unconditional:

i. the issue by way of 2026 rights issue (the "**2026 Rights Issue**") of up to 229,113,720 ordinary shares (the "**Rights Share(s)**") at the subscription price of HK$0.55 per Rights Share to the qualifying shareholders (the "**Qualifying Shareholders**") of the Company whose names appear on the date (the "**Record Date**") by reference to which entitlement under the 2026 Rights Issue will be determined (other than those shareholders (the "**Non-Qualifying Shareholders**") with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the 2026 Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of four (4) Rights Shares for every one (1) share of the Company then held on the Record Date at the subscription price of HK$0.55 per Rights Share and otherwise on the terms and conditions set out in the circular of the Company dated 24 April 2026 (the "**Circular**") be and is hereby approved;

ii. the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to the 2026 Rights Issue notwithstanding the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as they may deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and

iii. the Directors be and are hereby authorised to approve, sign and execute such documents and take any and all steps, and to do and/or procure to be done any and all acts and things which in their opinion may be necessary, desirable or expedient to implement and carry into effect this resolution.''

By order of the Board
Alco Holdings Limited
Yu Ngai
Company Secretary

Hong Kong, 24 April 2026

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Place of Business in Hong Kong:
Unit 6, 9/F,
Wing Fung Industrial Building,
40–50 Sha Tsui Road, Tsuen Wan,
New Territories,
Hong Kong

Notes:

i. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

ii. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. 11:00 a.m. on Wednesday, 13 May 2026) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the Meeting or any adjournment thereof, should he so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

iii. The register of members of the Company will be closed from Monday, 11 May 2026 to Friday, 15 May 2026 (both days inclusive) for determining attendance and voting at the SGM. During which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Meeting, all transfers accompanied by the relevant share certificate(s), must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 8 May 2026. The record date for determining attendance and voting at the Meeting is Friday, 15 May 2026.

iv. A form of proxy for use at the Meeting is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (https://www.alco.com.hk/).

v. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 10:00 a.m. on the date of the SGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at http://www.alco.com.hk and on the website of the Stock Exchange at http://www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

vi. In case of discrepancy between the English version and the Chinese version of this notice of the SGM, the English version shall prevail.

vii. As at the date of this notice, Mr. Zheng Yuxing is the executive Director; Ms. Pan Ying (Chairman) is the non-executive Director; and Mr. Chu Hoi Kan, Mr. Lam Chi Wing and Mr. Tang Sher Kin are the independent non-executive Directors.