
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Citychamp Watch & Jewellery Group Limited, you should at once hand the Prospectus Documents to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed "13. Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to this Prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Neither the Registrar of Companies in Hong Kong nor The Stock Exchange of Hong Kong Limited nor the Securities and Futures Commission of Hong Kong takes any responsibility as to the contents of any of the Prospectus Documents.

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.



CITYCHAMP WATCH & JEWELLERY GROUP LIMITED

冠城鐘錶珠寶集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 256)

PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY THREE (3) EXISTING SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

Financial Adviser to the Company



英皇企業融資有限公司
Emperor Corporate Finance Limited

Placing Agent to the Rights Issue



英皇證券有限公司
Emperor Securities Limited

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

It should be noted that the Shares have been dealt on an ex-rights basis from Wednesday, 20 May 2026. Dealings in the Rights Shares in their nil-paid form will take place from Monday, 29 June 2026 to Tuesday, 7 July 2026 (both days inclusive). If the conditions of the Rights Issue are not fulfilled before the Latest Time for Termination, the Rights Issue will not proceed. Any persons contemplating dealings in the Shares prior to the date on which the conditions of the Rights Issue are fulfilled, and/or dealings in the nil-paid Rights Shares, are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult their own professional advisers.

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon the Rights Issue having become unconditional. Accordingly, the Rights Issue may or may not proceed. The latest date and time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Friday, 10 July 2026. The procedures for acceptance and payment and/or transfer of the Rights Shares are set out from pages 18 to 20 of this Prospectus.

The Rights Issue will proceed on a non-underwritten basis, irrespective of the level of acceptance of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions. Please refer to the section headed "Letter from the Board – Conditions of the Rights Issue" in this Prospectus. In the event that the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders, together with the Rights Shares not provisionally allotted to the Non-Qualifying Shareholders and aggregated fractions of Rights Shares, will be placed by the Placing Agent to independent places under the Compensatory Arrangement. There is no minimum subscription level or minimum amount to be raised under the Rights Issue.

25 June 2026

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DEFINITIONS

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

“Announcements”	the announcements of the Company dated 5 May 2026, 11 May 2026 and 3 June 2026 in relation to, among other things, the Rights Issue
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board” or “Directors”	the board of directors of the Company
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China Clear”	China Securities Depository and Clearing Corporation Limited
“Company”	Citychamp Watch & Jewellery Group Limited 冠城鐘錶珠寶集團有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Compensatory Arrangements”	the compensatory arrangements pursuant to Rule 7.21(1)(b) of the Listing Rules as described in the section headed “Procedures in respect of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements” in this Prospectus
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	China Securities Regulatory Commission

DEFINITIONS

“CSRC Notice”	the notice of the CSRC “Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect” (Announcement [2016] No. 21)
“Full Day”	Full Day Limited, a company incorporated in BVI with limited liability, which is wholly-owned by Mr. Hon
“General Rules of HKSCC”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons
“Irrevocable Undertaking”	the irrevocable undertaking given by Mr. Hon, Ms. Lam, Full Day and Sincere View to the Company as set out in the paragraph headed “Irrevocable Undertaking” in this Prospectus
“Last Trading Day”	5 May 2026, being the last trading day of the Shares on the Stock Exchange before the release of the announcement of the Company dated 5 May 2026 in relation to the Rights Issue
“Latest Practicable Date”	16 June 2026, being the latest practicable date prior to the printing of this Prospectus for ascertaining certain information contained herein

DEFINITIONS

“Latest Time for Acceptance”	4: 00 p.m. on Friday, 10 July 2026 or other time or date as the Company may determine, being the latest time for acceptance of, and payment for, the Rights Shares
“Latest Time for Termination”	4:00 p.m. on Wednesday, 22 July 2026 or such later time as may be agreed between the Company and the Placing Agent in writing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Min Xin Share(s)”	the ordinary share(s) of Min Xin Holdings Limited, a company with limited liability and the shares of which are listed on the main board of the Stock Exchange (stock code: 222)
“Mr. Hon”	Mr. Hon Kwok Lung, Chairman and an executive Director of the Company
“Ms. Lam”	Ms. Lam Suk Ying, spouse of Mr. Hon
“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares placed by the Placing Agent under the Placing Agreement) under the Compensatory Arrangements after deduction of all reasonable expenses incurred by the Company and the Placing Agent
“No Action Shareholder(s)”	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PAL(s) or their renounees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Issue to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s)

DEFINITIONS

“NQS Unsold Rights Shares”	the Rights Share(s) which would otherwise have been provisionally allotted to the Non-Qualifying Shareholder(s) in nil-paid form that have not been sold by the Company
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date with registered address(es) outside Hong Kong
“PAL(s)”	the renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placing”	the offer by way of private placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares on a best efforts basis by the Placing Agent and/or its sub-placing agent(s), who and whose ultimate beneficial owners shall not be Shareholder(s) and shall be Independent Third Party(ies), to the independent placee(s) during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	Emperor Securities Limited, a licensed corporation carrying out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“Placing Agreement”	the placing agreement dated 5 May 2026 and entered into between the Company and the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares
“Placing Period”	the period commencing from the third (3rd) Business Day after the Latest Time for Acceptance and ending on 4:00 p.m. on the seventh (7th) Business Day after the Latest Time for Acceptance
“PRC”	The People’s Republic of China which, for the purpose of this Prospectus, excludes Taiwan, Hong Kong and the Macau Special Administrative Region

DEFINITIONS

“PRC Southbound Trading Investor(s)”	the PRC investor(s) who hold Shares through China Clear as nominee under the Shenzhen-Hong Kong Stock Connect and the Shanghai-Hong Kong Stock Connect
“Prospectus”	this prospectus dated 25 June 2026 to be despatched to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL
“Prospectus Posting Date”	Thursday, 25 June 2026 or such other date as the Company may determine, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders
“Qualifying Shareholder(s)”	Shareholder(s), other than the Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date
“Record Date”	Friday, 29 May 2026 or such other date as the Company may determine, for the determination of the entitlements to the Rights Issue
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Rights Issue”	the proposed issue of the Rights Shares on the basis of one (1) Rights Share for every three (3) existing Shares held on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Prospectus Documents
“Rights Share(s)”	the Shares to be allotted and issued pursuant to the Rights Issue of up to 1,450,629,402 Shares (assuming no change in the number of Shares in issue on or before the Record Date)
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong)

DEFINITIONS

“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links programme developed by the Stock Exchange, the Shanghai Stock Exchange, HKSCC and China Clear for the establishment of mutual market access between Hong Kong and Shanghai
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links programme developed by the Stock Exchange, the Shenzhen Stock Exchange, HKSCC and China Clear for the establishment of mutual market access between Hong Kong and Shenzhen
“Sincere View”	Sincere View International Limited, a company incorporated in BVI with limited liability, which is owned as to 80% by Mr. Hon and 20% by Ms. Lam
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.1 per Rights Share
“Takeovers Code”	The Codes on Takeovers and Mergers
“Trial Administrative Measures”	the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies” (境內企業境外發行證券和上市管理試行辦法) promulgated by the CSRC effective from 31 March 2023
“Unsubscribed Rights Shares”	the Rights Shares that are not subscribed by the Qualifying Shareholders
“%”	per cent.

EXPECTED TIMETABLE

All times and dates in this Prospectus refer to Hong Kong local times and dates. The expected timetable for the Rights Issue set out below and all dates and deadlines specified in the Prospectus Documents for events in the timetable for (or otherwise in relation to) the Rights Issue are for indicative purpose only. The expected timetable is subject to change, and any such change will be further announced by the Company as and when appropriate.

Event	Date (2026)
First day of dealings in nil-paid Rights Shares	Monday, 29 June
Latest time for splitting the PALs	4:30 p.m. on Thursday, 2 July
Last day of dealing in nil-paid Rights Shares	Tuesday, 7 July
Latest time for acceptance of and payment for the Rights Shares	4:00 p.m. on Friday, 10 July
Announcement of the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares subject to Compensatory Arrangements	Tuesday, 14 July
Commencement of placing of Unsubscribed Rights Shares and NQS Unsold Rights Shares by the Placing Agent	Wednesday, 15 July
Latest time of placing of Unsubscribed Rights Shares and NQS Unsold Rights Shares by the Placing Agent	4:00 p.m. on Tuesday, 21 July
Latest time for termination of the Placing Agreement for the Rights Issue to become unconditional	4:00 p.m. on Wednesday, 22 July
Announcement of results of the Rights Issue	Tuesday, 28 July
Despatch of share certificates for fully-paid Rights Shares and refund cheques (if any)	Wednesday, 29 July
Commencement of dealings in fully-paid Rights Shares	Thursday, 30 July
Payment of Net Gain to relevant No Action Shareholders and Non- Qualifying Shareholders (if any)	Thursday, 13 August

EXPECTED TIMETABLE

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

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons is 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 Friday, 10 July 2026. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 10 July 2026. Instead, the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance of and payment for the Rights Shares does not take place 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.

LETTER FROM THE BOARD



CITYCHAMP WATCH & JEWELLERY GROUP LIMITED

冠城鐘錶珠寶集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 256)

Executive Directors:

Hon Kwok Lung (*Chairman*)
Siu Chun Wa (*Chief Executive Officer*)
Shi Tao
Hon Hau Wong
Teguh Halim

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Independent non-executive Directors:

Kwong Chun Wai, Michael
Kam, Eddie Shing Cheuk
Chan Lai Wa

Principal Place of Business:

Units 1902-04, Level 19
International Commerce Centre
1 Austin Road West, Kowloon
Hong Kong

25 June 2026

To the Qualifying Shareholders

Dear Sir/Madam,

PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY THREE (3) EXISTING SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

INTRODUCTION

Reference are made to the Announcements whereby the Board announced, among other matters, the Company proposes to implement the Rights Issue on the basis of one (1) Rights Share for every three (3) existing Shares held on the Record Date at the Subscription Price of HK\$0.1 per Rights Share, to raise up to approximately HK\$145.1 million by issuing 1,450,629,402 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) to the Qualifying Shareholders. The Rights Issue will not be extended to the Non-Qualifying Shareholder(s) (if any). As at the Record Date, save for the one Overseas Shareholder located in the PRC, there were no Non-Qualifying Shareholder.

LETTER FROM THE BOARD

As the Company has not conducted any rights issue, open offer and/or specific mandate placing within the 12-month period immediately preceding the date of this Prospectus, and the Rights Issue will not increase the number of issued Shares or the market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the approval of the Shareholders pursuant to Rule 7.19A(1) of the Listing Rules.

The purpose of this Prospectus is to provide you with, among others things, further details of the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to you, together with the financial and other information of the Group.

THE RIGHTS ISSUE

Issue statistics

Basis of the Rights Issue	:	one (1) Rights Share for every three (3) existing Shares held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	:	HK\$0.1 per Rights Share
Net price per Rights Share (i.e. Subscription Price less estimated cost and expenses incurred in the Rights Issue on a per Rights Share basis)	:	approximately HK\$0.099 per Rights Share (<i>Note</i>)
Number of Shares in issue as at Latest Practicable Date	:	4,351,888,206 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue	:	up to 1,450,629,402 Rights Shares (<i>Note</i>)
Aggregate nominal value of the Rights Shares to be issued	:	up to HK\$145,062,940.2 (<i>Note</i>)
Number of issued Shares as enlarged by the allotment and issue of the Rights Shares	:	up to 5,802,517,608 Shares (<i>Note</i>)
Gross proceeds from the Rights Issue (before expenses)	:	up to approximately HK\$145.1 million (<i>Note</i>)
Net proceeds from the Rights Issue	:	up to approximately HK\$143.4 million (<i>Note</i>)

Note: Assuming no change in the number of Shares in issue on or before the Record Date.

LETTER FROM THE BOARD

The Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange for new Shares as at the Latest Practicable Date.

Assuming no new Shares (other than the Rights Shares) are allotted and issued on or before completion of the Rights Issue, the aggregate number of nil-paid Rights Shares proposed to be provisionally allotted pursuant to the terms of the Rights Issue represents approximately 33.3% of the Company's issued share capital as at the Record Date and 25.0% of the Company's issued share capital as enlarged by the Rights Issue. The Company has not conducted any rights issue, open offer and/or specific mandate placing within the 12-month period immediately preceding the date of this Prospectus, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities as part of such right issues, open offers and/or specific mandate placings within such 12-month period. The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Unsubscribed Rights Shares together with the NQS Unsold Rights Shares will be placed to independent placees under the Compensatory Arrangements on a best efforts basis. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue.

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

Subscription Price

The Subscription Price of HK\$0.1 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the Rights Issue or when a transferee of the nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a premium of approximately 31.6% over the closing price of HK\$0.076 per Share as quoted on the Stock Exchange on the Last Trading Day;

LETTER FROM THE BOARD

- (ii) a premium of approximately 29.9% over the closing price of HK\$0.077 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (iii) a premium of approximately 28.2% over the average closing price of approximately HK\$0.078 per Share as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the Last Trading Day;
- (iv) a premium of approximately 17.6% over the average closing price of approximately HK\$0.085 per Share as quoted on the Stock Exchange for the thirty (30) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 28.1% to the average closing price of approximately HK\$0.139 per Share as quoted on the Stock Exchange for the ninety (90) consecutive trading days up to and including the Last Trading Day; and
- (vi) a discount of approximately 88.9% to the net asset value of the Company of approximately HK\$0.904 per Share based on the audited net asset value attributable to owners of the Company of approximately HK\$3.9 billion as at 31 December 2025 as shown in the annual report of the Company for the year ended 31 December 2025 and divided by the existing number of Shares in issue (i.e. 4,351,888,206 Shares).

The Rights Issue would not result in a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) as the Subscription Price of HK\$0.1 per Rights Share is higher than the benchmarked price (as defined under Rule 7.27B of the Listing Rules) of approximately HK\$0.078 per Share.

Conditions of the Rights Issue

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

- (i) the delivery of the Prospectus Documents to the Stock Exchange and the issue of a certificate authorising registration of the Prospectus Documents with the Registrar of Companies in Hong Kong by the Stock Exchange on or before the Prospectus Posting Date;
- (ii) following registration, the posting of the Prospectus Documents to the Qualifying Shareholders and the Prospectus only (without the PAL) to the Non-Qualifying Shareholders for their information only and the publication of the Prospectus on the website of the Stock Exchange on or before the Prospectus Posting Date;

LETTER FROM THE BOARD

- (iii) 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);
- (iv) the Placing Agreement not having been terminated in accordance with the provisions thereof, and remaining in full force and effect; and
- (v) all other necessary waivers, consents, and approvals (if required) from the relevant governmental or regulatory authorities for the Rights Issue and the transaction contemplated thereunder having been obtained and fulfilled.

None of the above conditions can be waived. If any of the conditions referred to above are not fulfilled at or before the Latest Time for Termination, the Rights Issue will not proceed.

As the proposed Rights Issue is subject to the fulfilment of the above conditions, it may or may not proceed. Shareholders and public investors are advised to exercise caution in dealing in the securities of the Company.

Qualifying Shareholders

The Rights Issue is available to the Qualifying Shareholders only. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company as at the close of business on the Record Date and not be a Non-Qualifying Shareholder. In order to be registered as members of the Company prior to the close of business on the Record Date, all transfers of the Shares (together with the relevant share certificate(s) and/or instrument(s) of transfer) must be lodged with the Registrar at Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. (Hong Kong time) on Thursday, 21 May 2026.

Shareholders with their Shares held by a nominee (or held in CCASS) should note that the Board will consider the said nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company in relation to the Rights Issue and are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date. Shareholders and investors of the Company should consult their professional advisers if they are in doubt.

Qualifying Shareholders who take up their pro-rata entitlement in full will not suffer any dilution to their interests in the Company (except in relation to any dilution resulting from the taking up by third parties of any Rights Shares arising from the aggregation of fractional entitlements).

LETTER FROM THE BOARD

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

Rights of PRC Southbound Trading Investors

According to the “Stock Connect Southbound Shareholding Search” available on the Stock Exchange’s website, as at the Latest Practice Date, China Clear held 935,460,000 Shares, representing approximately 21.48% of the total number of the issued Shares.

The PRC Southbound Trading Investors may participate in the Rights Issue through China Clear. China Clear will provide nominee services for the PRC Southbound Trading Investors to (i) sell (in full or in part) their nil-paid Rights Shares through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect if such nil-paid Rights Shares are listed on the Stock Exchange; and/or (ii) subscribe (in full or in part) for their pro-rata entitlement in respect of Shares held on the Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations.

However, the PRC Southbound Trading Investors (or the relevant China Clear participants, as the case may be) whose stock accounts in China Clear are credited with nil-paid Rights Shares can only sell those nil-paid Rights Shares through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect if such nil-paid Rights Shares are listed on the Stock Exchange but cannot purchase any nil-paid Rights Shares nor transfer such nil-paid Rights Shares to other PRC Southbound Trading Investors. The Company will file the Prospectus Documents with the CSRC in accordance with the CSRC Notice and after the Company completes such filing, the PRC Southbound Trading Investors may participate in the Rights Issue through China Clear.

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

The Board was advised that, as the Prospectus Documents will not be and are not intended to be filed with or approved by the CSRC other than in accordance with the CSRC Notice, the Rights Shares in nil-paid or fully-paid forms issued to the PRC Southbound Trading Investors shall not be offered and may not be offered or sold directly or indirectly in the PRC to any person or entity, unless through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect, or such person or entity has otherwise been exempt by or has obtained the necessary and appropriate approvals from the relevant PRC authorities in accordance with the applicable PRC laws and regulations.

LETTER FROM THE BOARD

Rights of Overseas Shareholders (if any)

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

As at the Record Date, the Company has 2 Overseas Shareholders with registered addresses situated in the PRC and Taiwan with the following shareholding structure:

Jurisdictions	Number of Overseas Shareholder(s)	Aggregated number of Shares held by Overseas Shareholder(s) in the jurisdiction	Approx. % of the issued share capital of the Company
The PRC	1	3,500,000	0.08%
Taiwan	1	30,000	0.00%

In compliance with the necessary requirements of the Listing Rules, the Company has made enquiries regarding the feasibility of extending the Rights Issue to such Overseas Shareholders.

The Company has been advised by its legal adviser of Taiwan that under the applicable legislations of Taiwan, there is no legal or regulatory prohibition or restriction or requirement of any regulatory body or stock exchange with respect to extending the Rights Issue to the Overseas Shareholders in such relevant jurisdiction. Accordingly, the Rights Issue is extended to the Overseas Shareholder(s) having registered addresses in Taiwan and such Overseas Shareholder(s) are regarded as Qualifying Shareholders.

The Company has also obtained advice from its legal adviser in the PRC that the extension of the Rights Issue to the Overseas Shareholders located in the PRC would, or might, in the absence of compliance with registration or other exemption requirements be unlawful and such Overseas Shareholder(s) may take compliance risks if they take the Rights Shares. Having considered the circumstances, the Directors are of the view that it is necessary or expedient not to offer the Rights Shares (in their nil-paid and fully paid forms) to Overseas Shareholders located in the PRC due to the legal restrictions or prohibitions under the laws of the PRC or any requirements of the relevant regulatory body(ies) or stock exchange(s) in the PRC. Accordingly, any Shareholders whose addresses as shown on such register of members of the Company at the close of business on the Record Date is/are in the PRC are regarded as Non-Qualifying Shareholders and excluded from the Rights Issue. The Company reserves the right to treat as invalid any acceptance of or application for Rights Shares where it believes that such acceptance or application would violate the applicable securities laws or other laws or regulations of any territory or jurisdiction.

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Accordingly, save for the one Overseas Shareholder located in the PRC, there were no Non-Qualifying Shareholder on the Record Date.

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

It is the responsibility of any person (including, without limitation, a nominee, agent and trustee) receiving the Prospectus Documents outside Hong Kong and wishing to take up the Rights Shares to satisfy themselves as to the full and relevant compliance of the laws of the relevant jurisdictions including the obtaining of any governmental or other consents and observing other formalities which may be required in such jurisdictions, and to pay any taxes, duties and other amounts required to be paid in such jurisdictions in connection therewith. Any acceptance of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that such local laws, regulations and requirements of the relevant territory or jurisdiction have been fully complied with. If you are in any doubt as to your position, you should consult a professional adviser.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, will be paid pro-rata (but rounded down to the nearest cent) to the Non-Qualifying Shareholders in Hong Kong dollars, except that the Company will retain individual amounts of less than HK\$100 for its own benefit.

Basis of provisional allotment

The basis of the provisional allotment shall be one (1) Rights Share (in nil-paid form) for every three (3) existing Shares held by a Qualifying Shareholder as at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing a PAL and lodging the same with a remittance by cheque or banker's cashier order for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

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Fractional entitlements to the Rights Shares

The Company will not provisionally allot fractions of Rights Shares. All fractions of Rights Shares will be aggregated (and rounded down to the nearest whole number of a Share) and sold in the market and, if a premium (net of expenses) can be achieved, the Company will keep the net proceeds for its own benefit. Any of these Rights Shares remain not sold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

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 and with the Shares in issue 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.

Certificates of the Rights Shares and refund cheques

Subject to the fulfilment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Wednesday, 29 July 2026. Each Shareholder will receive one share certificate for all allotted Rights Shares.

Refund cheques in respect of wholly or partially unsuccessful applications for Rights Shares, or if the Rights Issue does not proceed, are expected to be despatched on or before Wednesday, 29 July 2026 to the applicants without interest to their registered addresses by ordinary post at their own risk.

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Application for listing of the Rights Shares

The Company will apply to the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares in the board lot of size of 2,000 Rights Shares, in both their nil-paid and fully-paid forms. None of the Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, the Rights Shares will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Rights Shares will be eligible for admission into CCASS

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

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

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

Procedures for acceptance and payment and/or transfer

The PAL(s) in printed copies will be sent to the Qualifying Shareholders entitling the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PALs, they must lodge the PALs in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:00 p.m. on Friday, 10 July 2026 (or, under bad weather conditions, such later time and/ or date as mentioned in the section headed “Expected timetable - Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance of and payment for the Rights Shares”). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “CITYCHAMP WATCH & JEWELLERY GROUP LIMITED— RIGHTS ISSUE ACCOUNT” and crossed “Account Payee Only”.

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It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. on Friday, 10 July 2026, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions.

If the Qualifying Shareholder wishes to transfer all of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it, the Qualifying Shareholder must complete and sign the "FORM OF TRANSFER AND NOMINATION" in the PAL and hand the PAL to the transferee(s) or through whom the Qualifying Shareholder is transferring his/her/its rights. The transferee(s) must then complete and sign the "REGISTRATION APPLICATION FORM" in the PAL and lodge the PAL intact together with a remittance for the full amount payable on acceptance with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:00 p.m. on Friday, 10 July 2026.

If the Qualifying Shareholders wish to accept only part of the provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or transfer part/all of their rights to more than one person, the original PAL must be surrendered for cancellation by no later than 4:30 p.m. on Thursday, 2 July 2026 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required. The new PALs will be available for collection from the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order, whether by a Qualifying Shareholder or by any nominated transferee(s), will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

If the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" above are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Wednesday, 29 July 2026.

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

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents in any territory other than Hong Kong. The Prospectus Documents should not be distributed, forwarded to or transmitted to, into or from any jurisdiction where to do so might constitute a violation of local securities laws and regulations. Accordingly, no person receiving the Prospectus Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. Completion and return of the PAL by anyone outside Hong Kong will be deemed to constitute a warranty and representation from such person to the Company that all local legislation, legal and regulatory requirements have been fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation. The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

Action to be taken by beneficial owners whose Shares are held by a registered owner (other than Shares deposited in CCASS)

If you are a beneficial owner whose Shares are registered in the name of a registered owner and you wish to subscribe for the Rights Shares provisionally allotted to you, or sell your nil-paid Rights Shares or “split” your nil-paid Rights Shares and accept part of your provisional allotment and sell the remaining part, you should contact the registered owner and provide the registered owner with instructions or make arrangements with the registered owner in relation to the acceptance, transfer and/or “splitting” of the rights to subscribe for Rights Shares which have been provisionally allotted in respect of the Shares in which you are beneficially interested.

Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” in this Prospectus and otherwise in accordance with the requirements of the registered owner in order to allow the registered owner sufficient time to ensure that your instructions are given effect. You should consult your professional adviser if in doubt.

Action to be taken by beneficial owners holding interests in Shares through CCASS

If you are a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, and you wish to subscribe for the Rights Shares provisionally allotted to you, or sell your nil-paid Rights Shares or “split” your nil-paid Rights Shares and accept part of your provisional allotment and sell the remaining part, you should (unless you are a CCASS Investor Participant) contact your intermediary and provide your intermediary with instructions or make arrangements with your intermediary in relation to the acceptance, transfer and/or “splitting” of the rights to subscribe for Rights Shares which have been provisionally allotted in respect of the Shares in which you are beneficially interested. You should consult your professional adviser if in doubt.

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Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” in this Prospectus and otherwise in accordance with the requirements of your intermediary in order to allow your intermediary sufficient time to ensure that your instructions are given effect.

The procedure for acceptance, transfer and/or “splitting” by CCASS Participants of the Rights Shares provisionally allotted to CCASS stock accounts in respect of the Shares registered in the name of HKSCC Nominees Limited shall be in accordance with the “General Rules of HKSCC”, the “HKSCC Operational Procedures” and any other requirements of CCASS. The procedures for acceptance, transfer and/or “splitting” of Rights Shares provisionally allotted to beneficial owners who have been admitted to participate in CCASS as investor participants shall be in accordance with HKSCC’s “Operating Guide for Investor Participants” and any other requirements of CCASS. Beneficial owners who have been admitted to participate in CCASS as investor participants should contact CCASS and provide CCASS with instructions or make arrangements with CCASS in relation to the manner in which such beneficial owners’ interests in Rights Shares should be dealt with.

Irrevocable Undertakings

As at the Latest Practicable Date, (a) Mr. Hon holds 3,500,000 Shares, representing approximately 0.1% of the issued share capital of the Company; (b) Ms. Lam (the spouse of Mr. Hon) holds 1,374,000 Shares, representing approximately 0.0% of the issued share capital of the Company; (c) Full Day (a company wholly-owned by Mr. Hon) holds 1,277,392,000 Shares, representing approximately 29.4% of the issued share capital of the Company; and (d) Sincere View (a company owned as to 80% by Mr. Hon and 20% by Ms. Lam) holds 1,163,037,515 Shares, representing approximately 26.7% of the issued share capital of the Company.

Pursuant to the Irrevocable Undertaking, Mr. Hon, Ms. Lam, Full Day and Sincere View have irrevocably undertaken to the Company, among other things, that:

- (i) from the date of the Irrevocable Undertaking to the Record date, they shall not sell, transfer, charge, or create any encumbrance or grant any option over or otherwise dispose of, nor enter into any agreement (whether conditional or not) for the sale, transfer, charge, or creation of an encumbrance or grant of any option over or otherwise dispose of, any of the Shares held by them or any interest in them, save with the prior written consent of the Company;
- (ii) they will take up and pay for in full at the Subscription Price the 815,101,171 Rights Shares, being their full entitlements to the provisional allotment under the Rights Issue, pursuant to the terms of the Prospectus Documents relating to the Rights Issue; and

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- (iii) they will lodge the duly completed and signed PALs in respect of the 815,101,171 Rights Shares (which will be their full entitlements to the provisional allotment under the Rights Issue), and all relevant documents with the Registrar or the Company, by no later than the Latest Time for Acceptance or otherwise in accordance with the terms of the Prospectus Documents, and provide evidence to the Company demonstrating that they have done so by no later than the Latest Time for Acceptance.

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

The Company will make arrangements described in Rule 7.21(1)(b) of the Listing Rules to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent places for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

Accordingly, on 5 May 2026 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the Placing Period to placee(s) who and whose ultimate beneficial owner(s) are Independent Third Party(ies) on a best efforts basis. Any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders and Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will, on a best efforts basis, procure, by not later than 4:00 p.m. on Tuesday, 21 July 2026, places for all (or as many as possible) of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares. Any Unsubscribed Rights Shares and NQS Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

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

- (i) 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
- (ii) the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

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

Placing Agreement

Details of the Placing Agreement are summarised as follows:

Date : 5 May 2026 (after trading hours)

Issuer : The Company

Placing Agent : Emperor Securities Limited was appointed as the Placing Agent to procure, on a best efforts basis, places to subscribe for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the Placing Period.

The Placing Agent is a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placing Period : The period commencing from the third Business Day after the Latest Time for Acceptance and ending at 4:00 p.m. on the seventh Business Day after the Latest Time for Acceptance.

Commission and expenses : Subject to the satisfaction of the conditions of the Placing, the Company shall pay to the Placing Agent a placing commission of HK\$300,000 or 1.50% of the gross placing proceeds (the gross placing proceeds should be equalled to the placing price multiplied by the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares successfully placed by the Placing Agent), whichever is higher.

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- Placing price of the Unsubscribed Rights Shares and NQS Unsold Rights Shares : The placing price of the Unsubscribed Rights Shares and NQS Unsold Rights Shares shall be not less than the Subscription Price and the final price determination will be depended on the demand for and the market conditions of the Unsubscribed Rights Shares and NQS Unsold Rights Shares during the process of placement.
- Placees : The Unsubscribed Rights Shares and NQS Unsold Rights Shares are expected to be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies). The Company and the Placing Agent will take appropriate steps to ensure that sufficient public float be maintained in compliance with Rule 13.32B of the Listing Rules.
- Ranking of the placed Unsubscribed Rights Shares and NQS Unsold Rights Shares : The placed Unsubscribed Rights Shares and NQS Unsold Rights Shares (when allotted, issued and fully-paid, if any) shall rank *pari passu* in all respects among themselves and with the existing Shares in issue as at the date of completion of the Rights Issue.
- Conditions of the Placing Agreement : The obligations of the Placing Agent under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled:
- (i) the Company's warranties contained in the Placing Agreement remaining true and accurate and not misleading in all material respects at all times prior to the date of completion of the Placing; and
 - (ii) the Stock Exchange granting the listing of, and permission to deal in, the Unsubscribed Rights Shares and the NQS Unsold Rights Shares with or without conditions.

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None of the above conditions can be waived. In the event that the above conditions precedent have not been fulfilled on or before the Latest Time for Termination, all rights, obligations and liabilities of the parties under the Placing Agreement in relation to the Placing shall cease and determine and none of the parties shall have any claim against the other in respect of the Placing (save for any antecedent breaches and/or any rights or obligations which may accrue under the Placing Agreement prior to such termination).

Termination : Notwithstanding anything contained in the Placing Agreement, the Placing Agent may terminate the Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to the Latest Time for Termination upon the occurrence of the following events which, in the absolute opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares or otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (a) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date hereof) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industry, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's absolute opinion would affect the success of the Placing;
or

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- (b) the imposition of any moratorium, suspension (for more than 7 trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's absolute opinion, would affect the success of the Placing; or
- (c) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's absolute opinion any such new law or change may affect the business or financial prospects of the Group and/or the success of the Placing; or
- (d) any litigation or claim being instigated against any member of the Group or its senior management, which has or may affect the business or financial position of the Group and which in the Placing Agent's absolute opinion would affect the success of the Placing; or
- (e) any breach of any of the representations and warranties given by the Company as set out in the Placing Agreement having come to the knowledge of the Placing Agent or any event having occurred or any matter having arisen on or after the date of the Placing Agreement and prior to the completion of the Rights Issue which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or

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- (f) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

The engagement between the Company and the Placing Agent of the Unsubscribed Rights Shares and NQS Unsold Rights Shares (including the commission 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 Rights Issue, and the current and expected market conditions. The Directors consider that the terms of Placing Agreement in respect of the Unsubscribed Rights Shares and NQS Unsold Rights Shares (including the commission payable) are on normal commercial terms.

As explained above, the Rights Shares that are not accepted by the Qualifying Shareholders, together with the Rights Shares that the Non-Qualifying Shareholders are entitled to under the Rights Issue, will be placed by the Placing Agent to Independent Third Parties on a best efforts basis for the benefits of the No Action Shareholders and Non-Qualifying Shareholders. If all or any of the Unsubscribed Rights Shares and NQS Unsold Rights Shares are successfully placed, any Net Gain will be distributed to the relevant No Action Shareholders and Non-Qualifying Shareholders. Any NQS Unsold Rights Shares and/or Unsubscribed Rights Shares that are not placed by the Placing Agent will not be issued by the Company.

The Directors considered that the Compensatory Arrangements are fair and reasonable and provide adequate safeguard to protect the interests of the Company's minority Shareholders since the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to the Company; (ii) an additional channel of participation in the Rights Issue for independent Qualifying Shareholders and the Non-Qualifying Shareholders; and (iii) a compensatory mechanism for the No Action Shareholders and Non-Qualifying Shareholders.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes only, set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue assuming full acceptance by the Qualifying Shareholders; and (iii) immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders (other than Mr. Hon, Ms. Lam, Full Day and Sincere View pursuant to the Irrevocable Undertaking) has taken up any entitled Rights Shares and all of the Unsubscribed Rights Shares and NQS Unsold Rights Shares have been placed by the Placing Agent:

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	Immediately upon completion of the Rights Issue					
	As at the Latest Practicable Date		Assuming all Shareholders take up their respective allotment of Rights Shares in full		Assuming none of the Qualifying Shareholders (other than Mr. Hon, Ms. Lam, Full Day and Sincere View pursuant to the Irrevocable Undertaking) has taken up any entitled Rights Shares and all of the Unsubscribed Rights Shares and NQS Unsold Rights Shares have been placed by the Placing Agent	
	No. of Shares	Approx. % (Note 1)	No. of Shares	Approx. % (Note 1)	No. of Shares	Approx. % (Note 1)
Directors						
Mr. Hon (Note 2)	2,445,303,515	56.19%	3,260,404,686	56.19%	3,260,404,686	56.19%
Mr. Shi Tao	100,000	0.00%	133,333	0.00%	100,000	0.00%
Mr. Hon Hau Wong (Note 3)	201,750,000	4.64%	269,000,000	4.64%	201,750,000	3.48%
Mr. Teguh Halim (Note 4)	6,000,000	0.14%	8,000,000	0.14%	6,000,000	0.10%
Subtotal	2,653,153,515	60.97%	3,537,538,019	60.97%	3,468,254,686	59.77%
Public Shareholders						
Independent placees	-	-	-	-	635,528,231	10.95%
Other public Shareholders	1,698,734,691	39.03%	2,264,979,589	39.03%	1,698,734,691	29.28%
Subtotal	1,698,734,691	39.03%	2,264,979,589	39.03%	2,334,262,922	40.23%
Total	4,351,888,206	100.00%	5,802,517,608	100.00%	5,802,517,608	100.00%

Notes:

- The percentage figures shown in the table above have been subject to rounding adjustments. Any discrepancies between totals and sums of the amounts listed herein are due to rounding adjustments.
- The 2,445,303,515 Shares comprise of (i) 1,277,392,000 Shares held by Full Day, which is wholly-owned by Mr. Hon, (ii) 1,163,037,515 Shares held by Sincere View, which is owned as to 80% by Mr. Hon and 20% by Ms. Lam, (iii) 3,500,000 Shares held by Mr. Hon and (iv) 1,374,000 Shares held by Ms. Lam.
- The 201,750,000 Shares comprise of (i) 1,750,000 Shares held by Mr. Hon Hau Wong and (ii) 200,000,000 Shares held by Qiangda Limited, a wholly-owned subsidiary of Fengrong Investment (Hong Kong) Company Limited ("**Fengrong Hong Kong**"), Fengrong Hong Kong is wholly-owned by Fujian Fengrong Investment Company Limited ("**Fujian Fengrong**") which is owned as to approximately 31.5% by Ms. Lu Xiaojun, the spouse of Mr. Hon Hau Wong.
- The 6,000,000 Shares comprise of (i) 3,000,000 Shares held by Mr. Teguh Halim and (ii) 3,000,000 Shares held by Mr. Teguh Halim's wife.

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REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Company is a company incorporated in the Cayman Islands with limited liability. The Group's principal business comprises the manufacture and distribution of watches, timepieces and watch accessories, as well as property investment and banking and financial services.

The estimated net proceeds of the Rights Issue, if fully subscribed, will be up to approximately HK\$143.4 million (assuming no change in the number of Shares in issue on or before the Record Date). The Company intends to utilise the net proceeds from the Rights Issue in the following manner:

- (i) not less than 70% of the net proceeds, or approximately HK\$100.4 million, will be used for repayment of outstanding indebtedness. As at 31 December 2025, the Group's outstanding indebtedness amounted to approximately HK\$805.8 million; and
- (ii) remaining net proceeds will be used for general working capital of the Group, which is expected to be used for, among others, payment of general and administrative expenses such as rental of offices and payment of employee benefits expenses.

The Rights Issue will proceed irrespective of the level of acceptance of provisionally allotted Rights Shares. In the event that there is an under-subscription of the Rights Issue, the net proceeds of the Rights Issue will be allocated and utilised in accordance with the same proportion to the above uses. The estimated net subscription price per Rights Share after deducting the related expenses of the Rights Issue is expected to be approximately HK\$0.099.

The Board considers that the Rights Issue will provide an opportunity to raise capital for the Company to accommodate the funding need for the operation of the Group, as well as repayment of indebtedness of the Group whilst increasing the capital base and financial position of the Company and give the Qualifying Shareholders equal opportunity to maintain their respective pro-rata shareholding interests in the Company. Hence, the Board considers that fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders should note that their shareholdings will be diluted.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not carried out any other equity fund raising activities during the 12 months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

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

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

Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed. The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. Any dealings in the Shares from the date of this Prospectus up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in nil-paid form are recommended to consult their professional advisers.

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

ADDITIONAL INFORMATION

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

Yours faithfully,
By order of the board
Citychamp Watch & Jewellery Group Limited
Hon Kwok Lung
Chairman

A. FINANCIAL INFORMATION

The financial information of the Group for the three year ended 31 December 2023, 31 December 2024 and 31 December 2025 are disclosed in the following documents which have been published on the website of the Stock Exchange at <https://www.hkexnews.hk>, and the website of the Company:

Annual report of the Company for the year ended 31 December 2023:
<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0429/2024042903869.pdf>

Annual report of the Company for the year ended 31 December 2024:
<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0429/2025042902652.pdf>

Annual report of the Company for the year ended 31 December 2025:
<https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0429/2026042901456.pdf>

B. INDEBTEDNESS

As at the close of business on 30 April 2026, being the latest practicable date for the purpose of preparing the indebtedness statement prior to the printing of this Prospectus, the Group had outstanding borrowings of approximately HK\$807,349,000, details of which are set out below:

	The Group <i>HK\$'000</i>
Bank and other borrowings, secured and guaranteed	
Bank overdraft	21,126
Bank borrowings	336,605
Other loans	122,266
	<u>479,997</u>
Amounts due to directors	<u>77,284</u>
Amounts due to a related company	<u>153,213</u>
Amounts due to associates	<u>96,855</u>
Securities	

The bank and other borrowings of the Group were secured by:

- (i) corporate guarantees provided by certain non-banking and financial subsidiaries within the Group and an associate;
- (ii) subordination deeds signed by the Directors of the Group;

- (iii) guarantee provided by the government of certain country;
- (iv) entire equity interest of certain non-banking and financial subsidiaries within the Group;
- (v) legal charges over certain of the Group's property, plant and equipment and investment properties within the Group;
- (vi) a legal charge over the Group's certain financial assets at fair value through other comprehensive income of not less than 23,338,000 Min Xin Holdings Limited's shares;
- (vii) a standby letters of credit with the correspondent borrowings' balances; and
- (viii) personal guarantee provided by a director of the Company.

Guarantees

As at 30 April 2026, the Group has provided a corporate guarantee in respect of banking facility up to HK\$55,000,000 granted to an associate. The corporate guarantee is ending on the expiry of the term of the revolving loan facility and as at 30 April 2026, the loan drawdown by the associate amounted to HK\$10,000,000.

Lease liabilities

The lease liabilities as at 30 April 2026 were approximately HK\$43,709,000.

Save as disclosed above and apart from intra-group liabilities and normal trade payables, due to banks and clients, irrevocable commitments, contract volume and fiduciary transactions with third party banks, credit card commitments in the ordinary course of business, as at the close of business on 30 April 2026, the Group did not have any debt securities issued and outstanding, or any outstanding loan capital issued and outstanding or agreed to be issued, term loans, bank overdrafts, charges or debentures, mortgages, loans, other borrowings, or other similar indebtedness or any finance lease commitments, hire purchase commitments, liabilities under acceptances (other than normal trade bills), acceptance credits or any guarantees or other material contingent liabilities.

For the purpose of this statement of indebtedness, foreign currency amounts have been translated into HK\$ at the appropriate exchange rates prevailing as at the close of business on 30 April 2026.

The Directors are not aware of any material change in respect of the indebtedness or other contingent liabilities of the Group since 30 April 2026 up to the Latest Practicable Date.

C. WORKING CAPITAL SUFFICIENCY

The Directors are of the opinion that, after due and careful enquiry and taking into account the existing bank balances and cash, internal resources, available credit facilities and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its present requirements for at least 12 months from the date of this Prospectus.

The Company has obtained the relevant confirmation for the statement on the sufficiency of working capital as required under the Listing Rules.

D. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up.

E. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The principal activity of the Company is investment holding and its subsidiaries are engaged in manufacturing and distribution of watches, timepieces and watch accessories, property investments, and banking and financial businesses.

In 2025, China's economic performance progressed in line with expectations and achieved its target growth rate of 5%. Risk assets performed strongly, particularly equities: Hong Kong regained its status as the world's largest initial public offering (IPO) market; and the domestic A-share market surged to a ten-year high, with a slight increase in long-term interest rates. This array of indicators suggest a diminishing market concerns over persistent stagflation and the accumulation of non-performing assets. Furthermore, China's export performance in 2025 exceeded expectations. Despite facing tariffs and export restrictions, exports still registered a growth of 5% to 6%.

However, despite these notable highlights, the growth momentum of China's economic growth still face structural imbalances. Domestic demand remains weak, weighed down by a sluggish real estate market and a stagnant labor market. The ultimate key to China's economic rebalancing lies in raising the household consumption rate, a goal explicitly set forth at the Fourth Plenary Session of the 20th National Congress of the Communist Party of China held in October 2025. The external environment may also influent China's policy implementation, as the continuously widening trade surplus could further exacerbate trade protectionist sentiments.

2026 marks the commencement of the 15th Five-Year Plan and is a pivotal year that bridges the past and the future in China’s pursuit of high-quality economic development. Consumer spending growth is expected to remain moderate, with a potential slight deceleration. The rapid rise of the innovation-driven “new economy” sector, supported by ongoing policy focus, stable investment and robust R&D spending, is expected to sustain its high growth trajectory.

In 2026, China’s commerce and trade sector will focus on several key initiatives: implementing special campaigns to boost consumption, promoting the expansion and upgrading of goods and services consumption, and fostering new consumption scenarios; integrating online and offline channels, and combining diverse business, tourism, cultural and sports formats to develop new consumption models such as emotional consumption and self-indulgent consumption; advocating green consumption, and facilitating the digital transformation of the distribution sector; and fostering a standardized and rule-based business environment to support the new development paradigm through comprehensive measures.

The Group’s watches business will adopt a dual-drive product strategy of “cultural empowerment and technological upgrading”, focusing on the development of collaborations such as the Palace Museum IP and innovative products such as smartwatches. In addition, through refined user engagement, we will deliver personalized product recommendations tailored to specific consumer segments. These initiatives are designed to strengthen brand image, enhance customer loyalty, improve our product premium pricing power, and ensure sustainable growth and competitive advantage.

The war in the Middle East has significantly driven up oil prices, exerted potential upward pressure on inflation and had a significant impact on economic growth and the labor market. Policymakers at the U.S. Federal Reserve Board noted that, despite increased economic uncertainty stemming from the war, their projections for interest rate cuts this year remain unchanged. The U.S. central bank stated that future interest rate hikes or cuts will depend on the specific economic impact of the war. In light of this, Bendura Bank will closely monitor exchange rate and interest rate trends, flexibly adjust its operating strategies and strengthen risk management to effectively respond to market changes.

The Board will continue to fulfill its oversight responsibilities, striving to strike a balance between business opportunities and risks while continuously optimizing resource allocation. As China’s economy recovers in 2026 and progresses towards high-quality development, we will seize this historic opportunity and, through in-depth market analysis and risk assessment, ensure that potential challenges and uncertainties are properly managed while pursuing growth.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 December 2025 (the “**Unaudited Pro Forma Financial Information**”) prepared by the Directors in accordance with Paragraph 13 of Appendix D1B and Paragraph 29 of Chapter 4 of the Listing Rules is set out below to illustrate the effects of the Rights Issue on the consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 as if the Rights Issue had taken place on 31 December 2025.

The Unaudited Pro Forma Financial Information has been prepared based on the judgements and assumptions of the Directors for illustrative purpose only, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company had the Rights Issue been completed as of 31 December 2025 or at any future date.

The following Unaudited Pro Forma Financial Information was prepared based on the audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025, as extracted from the published annual report for the year ended 31 December 2025 of the Company and adjusted as below:

Consolidated net tangible assets attributable to owners of the Company as at 31 December 2025 <i>HK\$'000</i> <i>(Note 1)</i>	Estimated net proceeds from the Rights Issue <i>HK\$'000</i> <i>(Note 2)</i>	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 immediately after completion of the Rights Issue <i>HK\$'000</i>	Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per share <i>HK\$</i> <i>(Note 3)</i>	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per share as at 31 December 2025 immediately after completion of the Rights Issue <i>HK\$</i> <i>(Note 4)</i>
Based on 1,450,629,402 Rights Shares to be issued at the subscription Price of HK\$0.1 per Rights Share				
2,961,430	143,359	3,104,789	0.6805	0.5351

Notes:

- The consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 of approximately HK\$2,961,430,000 is based on the audited consolidated net assets of the Group attributable to owners of the Company of approximately HK\$3,934,903,000, after (i) deducting goodwill of approximately HK\$936,460,000 and intangible assets of approximately HK\$69,875,000 as at 31 December 2025; and (ii) adjusting the share of intangible assets attributable to non-controlling interests of HK\$32,862,000 as at 31 December 2025, as extracted from the Group’s published annual report for the year ended 31 December 2025.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

2. The estimated net proceeds from the Rights Issue of approximately HK\$143,359,000 are calculated based on gross proceeds of approximately HK\$145,063,000 from the issue of 1,450,629,402 Rights Shares at the Subscription Price of HK\$0.1 per Rights Share after deduction of the estimated professional fees and other related expenses payable by the Company of approximately HK\$1,704,000 attributable to the Rights Issue.
3. The audited consolidated net tangible assets of the Group attributable to owners of the Company per share as at 31 December 2025 is calculated based on the audited consolidated net tangible assets of the Group attributable to owners of the Company of approximately HK\$2,961,430,000 divided by 4,351,888,206 Shares in issue as at 31 December 2025.
4. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per share as at 31 December 2025 immediately after the completion of the Rights Issue is arrived at based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 immediately after completion of the Rights Issue of approximately HK\$3,104,789,000 divided by 5,802,517,608 Shares which comprise of 4,351,888,206 Shares in issue as at 31 December 2025 and 1,450,629,402 Rights Shares assuming that the Rights Issue has been completed on 31 December 2025.
5. Except as disclosed above, no adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2025.

B. REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

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



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

To the directors of Citychamp Watch & Jewellery Group Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Citychamp Watch & Jewellery Group Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2025 and related notes as set out on pages 1 to 2 of Appendix II of the Company's prospectus dated 25 June 2026 (the "**Prospectus**") in connection with the proposed rights issue of the Company on the basis of one Rights Share for every three existing shares held by the qualifying shareholders at the close of business on the record date (the "**Proposed Rights Issue**"). The applicable criteria on the basis of which the directors of the Company have compiled the unaudited pro forma financial information are described on pages 1 to 2 of Appendix II of the Prospectus.

The unaudited pro forma financial information has been compiled by the directors of the Company to illustrate the impact of the Proposed Rights Issue on the Group's financial position as at 31 December 2025 as if the Proposed Rights Issue had taken place at 31 December 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 consolidated financial statements for the year ended 31 December 2025, on which an audit report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Company are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

Our Independence and Quality Management

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

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

Reporting Accountants’ Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the directors of the Company have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

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

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Proposed Rights Issue at 31 December 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' judgement, having regard to the reporting accountants' understanding of the nature of the entity, 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 by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Company; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

BDO Limited
Certified Public Accountants
Hong Kong, 25 June 2026

1. RESPONSIBILITY STATEMENT

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

2. SHARE CAPITAL

(i) Share capital as at the Latest Practicable Date

<i>Authorised:</i>		<i>HK\$</i>
<u>6,000,000,000</u>	Shares of HK\$0.1 each	<u>600,000,000</u>
<i>Issued and fully paid:</i>		<i>HK\$</i>
<u>4,351,888,206</u>	Shares of HK\$0.1 each	<u>435,188,820.6</u>

(ii) Share Capital immediately upon completion of the Rights Issue (assuming no further issue of Shares or repurchase of Shares on or before the completion of the Rights Issue (other than issue of the Rights Shares) and the Rights Issue is fully subscribed)

<i>Authorised:</i>		<i>HK\$</i>
<u>6,000,000,000</u>	Shares of HK\$0.1 each	<u>600,000,000</u>
<i>Issued and fully paid:</i>		<i>HK\$</i>
<u>4,351,888,206</u>	Shares of HK\$0.1 each	<u>435,188,820.6</u>
<u>1,450,629,402</u>	Rights Shares to be allotted and issued under the Rights Issue	<u>145,062,940.2</u>
<u>5,802,517,608</u>	Shares in issue immediately upon completion of the Rights Issue	<u>580,251,760.8</u>

All the Shares and the Rights Shares in issue and to be issued rank and will rank *pari passu* in all respects with each other including rights to dividends, voting and return of capital. As at the Latest Practicable Date, there was no treasury Share held by the Company or its subsidiaries or through their agents or nominees.

As at the Latest Practicable Date, the Company did not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Shares and no capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option. The Company has no intention to issue or grant any convertible securities, warrants and/or options on or before the Record Date.

No part of the equity or debt 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 equity or debt 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.

3. DISCLOSURE OF INTEREST

As at the Latest Practicable Date, the following Directors and chief executives of the Company were interested, or were deemed or taken to be interested in the following long and 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 required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors adopted by the Company (“**Model Code**”) to be notified to the Company and the Stock Exchange:

(a) Long positions interest in the Company

Shares

Name of Directors	Beneficial owner	Corporate interests	Family interests	Total interests	Approximate percentage of shareholding
Hon Kwok Lung	3,500,000	2,440,429,515 ⁽¹⁾	1,374,000 ⁽²⁾	2,445,303,515	56.19
Shi Tao	100,000	-	-	100,000	0.00
Hon Hau Wong	1,750,000	-	200,000,000 ⁽³⁾	201,750,000	4.64
Teguh Halim	3,000,000	-	3,000,000 ⁽⁴⁾	6,000,000	0.14

Notes:

The approximate percentage of shareholding is calculated on the basis of the Company's issued share capital of 4,351,888,206 shares as at the Latest Practicable Date.

- (1) The 2,440,429,515 shares comprise of 1,277,392,000 shares held by Full Day, which is wholly-owned by Mr. Hon, and 1,163,037,515 shares held by Sincere View, which is owned as to 80% by Mr. Hon and 20% by his spouse.
- (2) 1,374,000 shares were held by Mr. Hon's spouse, Ms. Lam.
- (3) Mr. Hon Hau Wong is deemed to have an interest in 200,000,000 shares which were held by Qiangda Limited, a wholly-owned subsidiary of Fengrong Investment (Hong Kong) Company Limited ("**Fengrong Hong Kong**"), Fengrong Hong Kong is wholly-owned by Fujian Fengrong Investment Company Limited ("**Fujian Fengrong**") which is owned as to approximately 31.5% by Ms. Lu Xiaojun, the spouse of Mr. Hon Hau Wong.
- (4) 3,000,000 shares were held by Mr. Teguh Halim's wife.

(b) Long position interests in ordinary shares of associated corporations of the Company

Name of Directors	Name of associated corporations	Nature of interests	Approximate percentage of shareholding
Hon Hau Wong	Zhuhai Rossini Watch Industry Limited ⁽¹⁾	Family ⁽²⁾	9%

Notes:

- (1) Zhuhai Rossini Watch Industry Limited ("**Rossini**") is owned as to 91% indirectly by the Company and 9% by Fujian Fengrong. Rossini is an associated corporation of the Company within the meaning of Part XV of the SFO.
- (2) The interest in Rossini was held by Fujian Fengrong, which is owned as to approximately 31.5% by Ms. Lu Xiaojun. Ms. Lu Xiaojun is daughter-in law of Mr. Hon, an Executive Director. Mr. Hon Hau Wong, an Executive Director, being the husband of Ms. Lu Xiaojun, is also deemed to be interested in the 31.5% interest in Fujian Fengrong.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor Chief Executives had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, except for Mr. Hon who is a director of Full Day and Sincere View, none of the Directors was a director or an employee of a company which had an interest or short position in the Shares and underlying shares of the Company would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

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

5. COMPETING INTERESTS

As at the Latest Practicable Date, no Director is considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules.

6. MATERIAL LITIGATION

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.

7. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, save for the following disposal, none of the Directors had any direct or indirect interests in any assets which have been, since 31 December 2025 (being the date to which the latest published audited financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

The disposal of 5,500,000 Min Xin Shares by the Company, as vender, to Sincere View, as purchaser, for a total consideration of HK\$15,370,000 on 31 March 2026, details of which were set out in the announcement of the Company dated 31 March 2026. Mr. Hon was interested in the above disposal by virtue of his 80% equity interest in Sincere View.

As at the Latest Practicable Date, there was no other contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to the business of the Group.

8. MATERIAL CONTRACTS

Save for the Placing Agreement and the Irrevocable Undertaking, during the two years immediately preceding the date of this Prospectus up to and including the Latest Practicable Date, no contract (not being contracts entered into in the ordinary course of business of the Group) has been entered into by the Group and is or may be material.

9. QUALIFICATION AND CONSENT OF EXPERTS

The following is the qualification of the expert who has given opinion, letter or advice contained in this Prospectus (the “Expert”):

Name	Qualification
BDO Limited	Certified Public Accountants and Registered Public Interest Entity Auditor

As at the Latest Practicable Date, the above experts have given and have not withdrawn their written consents to the issue of this Prospectus with the inclusion herein of their letter and report (as the case may be) and references to their names, in the form and context in which they respectively appear. As at the Latest Practicable Date, each of above experts:

- (a) did not have any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any shares, convertible securities, warrants, options or derivatives which carry voting rights in any member of the Group; or
- (b) did not have any interest, either directly or indirectly, in any assets which have been, since the date to which the latest published audited financial statements of the Company were made up (i.e. 31 December 2025), acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

10. EXPENSE

The expenses payable by the Company in connection with the Rights Issue, including financial adviser fees, printing, registration, translation, legal and accounting fees, are estimated to be approximately HK\$1.7 million.

11. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Board of Directors	<i>Executive Directors:</i> HON Kwok Lung BBS (<i>Chairman</i>) SIU Chun Wa (<i>Chief Executive Officer</i>) SHI Tao HON Hau Wong Teguh HALIM <i>Independent Non-executive Directors:</i> KWONG Chun Wai, Michael KAM, Eddie Shing Cheuk CHAN Lai Wa
Audit Committee	KAM, Eddie Shing Cheuk (<i>Committee Chairman</i>) KWONG Chun Wai, Michael CHAN Lai Wa
Remuneration Committee	KAM, Eddie Shing Cheuk (<i>Committee Chairman</i>) HON Kwok Lung SIU Chun Wa KWONG Chun Wai, Michael CHAN Lai Wa
Nomination Committee	HON Kwok Lung (<i>Committee Chairman</i>) SIU Chun Wa KWONG Chun Wai, Michael KAM, Eddie Shing Cheuk CHAN Lai Wa
Risk Management Committee	Teguh HALIM (<i>Committee Chairman</i>) SHI Tao SIU Chun Wa
Registered office	P.O. Box 309 Ugland House Grand Cayman, KY1-1104 Cayman Islands
Principal office	Units 1902–04, Level 19 International Commerce Centre 1 Austin Road West, Kowloon Hong Kong

Authorised representatives	HON Kwok Lung HO Shuk Han
Chief Financial Officer	HO Wai Man
Company secretary	HO Shuk Han
Hong Kong share registrar and transfer office	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Principal bankers	Bank of China (Hong Kong) Limited 1 Garden Road Central, Hong Kong Industrial Bank Co., Ltd. Hong Kong Branch 10-12/F, One International Finance Centre 1 Harbour View Street Central, Hong Kong
Auditors and reporting accountants	BDO Limited <i>Certified Public Accountants and Registered Public Interest Entity Auditor</i> 25th Floor, Wing On Centre 111 Connaught Road Central Hong Kong
Legal adviser to the Company as to Hong Kong laws	Jeffrey Mak Law Firm Suite 4201, 42/F, Tower 1 Lippo Centre, 89 Queensway Admiralty, Hong Kong
Financial adviser	Emperor Corporate Finance Limited 23/F Emperor Group Centre 288 Hennessy Road Wanchai Hong Kong
Placing Agent to the Rights Issue	Emperor Securities Limited 23-24/F Emperor Group Centre 288 Hennessy Road Wanchai Hong Kong

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

Mr. Hon Kwok Lung, aged 71, joined the Board in April 2004. He is the chairman of the nomination committee and a member of the remuneration committee of the Company. Mr. Hon was the chairman of Citychamp Dartong Advanced Materials Co., Ltd (“**Citychamp Dartong**”, formerly known as Citychamp Dartong Company Limited, the shares of which are listed on the Shanghai Stock Exchange, Stock Code: 600067) during the period from November 2001 to January 2017. Mr. Hon is still the actual controller of Citychamp Dartong. Citychamp Dartong is principally engaged in real estate, electromagnetic wire, new energy and other businesses in Mainland China. Mr. Hon has extensive business experience in Mainland China, Hong Kong and Europe. Mr. Hon is an Executive Member of All-China Federation of Returned Overseas Chinese Committee and the Executive Vice President of China Federation of Overseas Chinese Entrepreneurs. Mr. Hon is also appointed as director of various subsidiaries of the Company, including Bendura Bank AG. Mr. Hon is the father of Mr. Hon Hau Wong and father-in-law of Mr. Teguh Halim. Mr. Hon is also a director of Full Day and Sincere View, both are corporate substantial shareholders of the Company.

Mr. Siu Chun Wa, aged 64, joined the Board as executive director and Co-Chief Executive Officer in January 2022. He has been re-designated as Chief Executive Officer of the Company with effect from 27 March 2024. He is a member of the nomination committee, the remuneration committee and the risk management committee of the Company. He holds a master’s degree in Management from Dongbei University of Finance and Economics in China. Mr. Siu has extensive knowledge and rich experience in corporate and investment management. Mr. Siu successively served as the assistant to president, director, vice president and secretary to the board of directors of First Capital Securities Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002797). He also held the positions including the chairman, general manager of Beijing Decheng Xingye Real Estate Development Co., Ltd. Mr. Siu was the chairman of the supervisory committee of Dartong (Fujian) Advanced Materials Co., Ltd., a subsidiary of Citychamp Dartong (the shares of which are listed on the Shanghai Stock Exchange). Mr. Siu is also appointed as director of various subsidiaries of the Company.

Mr. Shi Tao, aged 62, joined the Board in April 2004. Mr. Shi holds a bachelor’s degree in Engineering from Tsinghua University and a Master’s degree in Engineering from Wuhan University of Technology (formerly known as Wuhan Industrial University). Mr. Shi has many years of business experience in Mainland China. He was an executive director of China Development Bank International Investment Limited (a company listed on the main board of the Stock Exchange, Stock Code: 1062). Mr. Shi is a member of the risk management committee of the Company and director of various subsidiaries of the Company.

Mr. Hon Hau Wong, aged 48, joined the Board in August 2014. Mr. Hon graduated from Tongji University and holds a bachelor's degree in Engineering Management. He had also served as the deputy chairman of Citychamp Dartong (the shares of which are listed on the Shanghai Stock Exchange), since August 2006, and has been elected to be the chairman of Citychamp Dartong since January 2017. He has extensive experience in the real estate industry in Mainland China. He is currently a member of Fujian Province Committee of the Chinese People's Political Consultative Conference and a standing member of Beijing Haidian Committee of the Chinese People's Political Consultative Conference. Mr. Hon Hau Wong is the son of Mr. Hon and brother-in-law of Mr. Teguh Halim.

Mr. Teguh Halim, aged 44, joined the Group in October 2008 and has been appointed as an Executive Director of the Company since 23 January 2018, and is also the chairman of the risk management committee of the Company. Before being appointed as an Executive Director of the Company, he was a Vice President of the Company. Mr. Halim has been appointed as director of Bendura Bank AG, a subsidiary of the Company, in June 2023. He is also the director of several subsidiaries of the Company engaged in watch business and is responsible for overseeing and supervising M&A projects for the Group. Mr. Halim has also been appointed as the executive director and vice chairman of Ernest Borel Holdings Limited ("Ernest Borel", a company listed on the main board of the Stock Exchange, Stock Code: 1856), a subsidiary of the Company, with effect from 12 October 2018 and has been re-designated as chairman of Ernest Borel with effect from 5 January 2022 and appointed as chief executive officer of Ernest Borel with effect from 30 June 2024. He has gained years of experience in the watch industry and financial business management. Mr. Halim graduated from Ohio State University (US) with a Bachelor of Science in Business Administration majoring in accounting. Mr. Halim is the son-in-law of Mr. Hon, and brother-in-law of Mr. Hon Hau Wong.

Independent Non-executive Directors

Dr. Kwong Chun Wai, Michael, aged 61, joined the Board in April 2004 and is a member of the audit committee, the remuneration committee and the nomination committee of the Company. Dr. Kwong is a fellow of the International Institute of Management, a member of the Hong Kong Institute of Marketing, a business strategist specialising in the area of marketing and business administration. Dr. Kwong obtained a Bachelor of Arts degree with honours in philosophy from the University of Nottingham in the United Kingdom in 1987 and a Doctorate degree in Business Administration from Newport University (US) in 2001.

Ms. Chan Lai Wa, aged 61, was appointed as an independent non executive director of the Company in May 2025; she also serves as a member of the Company's Audit Committee, Remuneration Committee and Nomination Committee. Ms. Chan formerly served as an independent non-executive director of Ernest Borel Holdings Limited, a subsidiary of the Company (the shares of which are listed on the Main Board of the Stock Exchange, Stock Code: 1856), from 22 December 2017 to 29 May 2025. Ms. Chan obtained a certificate in Economic Management from the Correspondence College of Central Party School in China in June 1998. She is currently the owner and director of an accounting and tax consultancy firm in Hong Kong.

Mr. Kam, Eddie Shing Cheuk (formerly known as Kam Leung Ming), aged 51, joined the Board in November 2020 and is the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Company. He holds a bachelor's degree in Accountancy and a master's degree in Corporate Governance from the Hong Kong Polytechnic University. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of The Institute of Chartered Accountants in England and Wales, an associate member of The Hong Kong Chartered Governance Institute and an associate member of The Chartered Governance Institute. Mr. Kam has over 25 years of experience in auditing, professional accounting and worked for several Hong Kong listed companies of various industries and served senior roles in financial management and secretarial functions.

Senior Management

Mr. Lyu Jun, aged 62, has been appointed as the Vice President of the Company since October 2014. He currently serves as the general manager of Guangzhou Five Goat Watch Company Limited, had been appointed as the chairman of The Dreyfuss Group Limited and the CEO of Eterna Movement AG for near three years, all of which are subsidiaries of the Company. He had been working for Tianjin Watch Factory (currently known as Tianjin Seagull Watch Co., Ltd, "Tianjin Seagull") since 1983 and acting as the General Manager of Tianjin Seagull for almost four years before joining the Company. Mr. Lyu holds a master's degree in Executive Master of Business Administration from Tianjin University of Finance & Economics. Mr. Lyu has engaged in the domestic and overseas watch industry for more than 40 years and possesses tremendous experiences in business administration and international trading.

Ms. Lam Lai, aged 47, has been appointed as the Vice President of the Company in April 2021. She is also the director of various subsidiaries of the Company, including Bendura Bank AG and VGB Limited. Ms. Lam joined the Company in 2008, served as investment manager and has been redesignated as CEO assistant, mainly responsible for merger and acquisition projects as well as business development. Ms. Lam served as an executive director and authorized representative of Ernest Borel Holdings Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 1856), a subsidiary of the Company from October 2018 to May 2025, and currently is a non-executive director of Dragon Mining Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 1712). Ms. Lam graduated from University of Western Sydney in 2001 with a Bachelor of Business degree majoring in marketing.

Mr. Lai Binyong, aged 60, has been appointed as a vice president of the Company in September 2024. He is currently the general manager of Shenzhen Permanence Commerce Co., Ltd.*, a subsidiary of the Company, and a director of Henan Kingship Intelligent Technology Co., Ltd.*. Mr. Lai is responsible for the company's development strategy, market trends analysis, financial planning and capital needs, as well as formulating comprehensive and feasible financing strategies. Mr. Lai was a finance manager of Everbright Timber Industry (Shenzhen) Co., Ltd.* (a former subsidiary of the Company) and financial controller of Shenzhen Permanence Commerce Co., Ltd*. Mr. Lai holds an Associate Degree in Accounting from Southwest Jiaotong University and has accumulated extensive experience in accounting and finance related work for more than 30 years.

Ms. Du Haining, aged 45, hold a bachelor's degree in Human Resources Management. Ms. Du has been appointed as vice president of the Company since January 2025. She possesses over twenty years of extensive experience in corporate management, human resources and administration. Before joining the Company, Ms. Du held key management positions at several subsidiaries of Citychamp Dartong, including the manager of general department of Shenzhen Guanyang Real Estate Co., Ltd.*, the deputy general manager of Junhe Real Estate (Jiangsu) Co., Ltd.*; the general manager of Suzhou Citychamp Hongxiang Real Estate Co., Ltd.* and the deputy general manager of the Yangtze River Delta. She has extensive practical experience in corporate strategic planning, operational decision-making, cross-departmental coordination, and management process optimisation, demonstrating a comprehensive corporate management perspective and execution capabilities.

Mr. Ho Wai Man, aged 43, has been appointed as the Chief Financial Officer of the Company in November 2024. He joined the Company in May 2019. Mr. Ho is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants ("HKICPA"). He holds a Bachelor of Commerce in Accounting and has over 18 years of experience in accounting and finance gained in various companies listed on Main Board and GEM Board of the Stock Exchange.

Ms. Ho Shuk Han, aged 45, has been appointed as the Company Secretary of the Company in November 2024. She joined the Company in January 2021. Ms. Ho is an associate member of the Hong Kong Chartered Governance Institute and the Chartered Governance Institute. She holds a Bachelor of Arts degree in Business Studies, a master's degree in Professional Accounting and a master's degree in Corporate Governance from The Hong Kong Polytechnic University respectively. Ms. Ho has over 20 years' working experience in regulatory compliance, corporate governance, as well as in company secretarial matters, all were gained in various companies listed on the Main Board of the Stock Exchange.

* For translation purpose only

Business address of the Directors

The business address of the Directors is the same as the Company's principal office at Units 1902–04, Level 19, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.

13. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent as referred to under the paragraph headed "9. Qualification and Consent of Experts" in this Appendix, have been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

14. BINDING EFFECT

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

15. DOCUMENTS ON DISPLAY

Copies of the following documents are will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company for a period of 14 days commencing from the date of this Prospectus:

- (a) the annual reports of the Company for each of the three financial years ended 31 December 2023, 2024 and 2025;
- (b) the accountants' report on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this Prospectus;
- (c) the material contracts referred to in the paragraph headed "8. Material Contracts" of this appendix;
- (d) the written consent referred to in paragraph headed "9. Qualification and Consent of Experts" of this appendix; and
- (e) the Prospectus Documents.

16. MISCELLANEOUS

- (a) As at the Latest Practicable Date, to the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong;
- (b) The company secretary of the Company is Ms. Ho Shuk Han, who is an associate member of the Hong Kong Chartered Governance Institute and the Chartered Governance Institute; and
- (c) In the event of any inconsistency, the English texts of this Prospectus and the accompanying PAL shall prevail over their respective Chinese texts.