# THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt** as to any aspect of this prospectus or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser. Capitalised terms used herein shall have the same meanings as those defined in the section headed "Definitions" in this prospectus, unless otherwise stated.

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

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed "15. Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to this prospectus have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

You should read the whole of the Prospectus Documents including the discussions of certain risks and other factors as set out in the paragraph headed "Warning of the Risks of Dealing in the Shares and Nil-paid Rights Shares" in the "Letter from the Board" in this prospectus.

The attention of Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or holding Shares on behalf of beneficial owners of Shares with such addresses is drawn to the paragraph headed "Rights of the Overseas Shareholders" in the "Letter from the Board" in this prospectus.

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

This prospectus is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdictions in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the US Securities Act, as amended, or the laws of any state or jurisdiction of the United States, and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the US Securities Act and applicable state laws. There is no intention to register any portion of the Rights Shares or any securities described herein in the United States or to conduct a public offering of securities in the United States.



# Imperium Technology Group Limited
# 帝國科技集團有限公司

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

**(Stock code: 0776)**

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

The latest time for acceptance of and payment for Rights Shares is at 4:00 p.m. on Wednesday, 12 August 2026. The procedures for acceptance and transfer of the Rights Shares are set out in the section headed "Procedures for acceptance, splitting of PAL and payment or transfer" in the "Letter from the Board" of this prospectus.

It should be noted that the Shares have been dealt in on an ex-rights basis from Monday, 6 July 2026. Dealings in the Rights Shares in their nil-paid form will take place from Friday, 31 July 2026 to Friday, 7 August 2026 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or waived (as applicable), 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 or waived (as applicable), 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.

**The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. There are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue. The Rights Issue is subject to the fulfilment of conditions. Please refer to the section headed "Conditions of the Rights Issue" in this prospectus. Shareholders and potential investors of the Company should note that: (a) if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed; and (b) the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. Accordingly, the Rights Issue may or may not proceed.**

**Any Shareholder or other person contemplating transferring, selling, purchasing or otherwise dealing with the Shares and/or the Rights Shares in their nil-paid forms is advised to exercise caution when dealing in the Shares and/or Rights Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled, will accordingly bear the risk that the Rights Issue and the Placing may not become unconditional or may not proceed.**

29 July 2026

# CONTENTS

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

| | |
|---|---|
| "2018 Share Option Scheme" | the share option scheme of the Company adopted on 29 June 2018 |
| "2025 Share Option Scheme" | the share option scheme of the Company adopted on 27 June 2025 |
| "acting in concert" | has the same meaning ascribed thereto under the Takeovers Code |
| "Announcement" | the announcement of the Company dated 22 June 2026 in relation to, among other things, the Rights Issue |
| "associate(s)" | has the meaning ascribed to it under the Listing Rules |
| "Board" | the board of Directors |
| "Business Day" | a day (other than a Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon or a "black" rainstorm warning signal is hoisted or in effect between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which commercial banks in Hong Kong are open for general business |
| "CCASS" | the Central Clearing and Settlement System established and operated by HKSCC |
| "Companies (WUMP) Ordinance" | the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |

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| "Company" | Imperium Technology Group Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the Stock Exchange (stock code: 776) |
| "Compensatory Arrangements" | the arrangement involving the placing of the Unsubscribed Rights Shares, if any, by the Placing Agent pursuant to the Placing Agreement in accordance with Rule 7.21(1)(b) of the Listing Rules |
| "connected person(s)" | has the meaning ascribed thereto under the Listing Rules |
| "core connected person(s)" | has the meaning ascribed thereto under the Listing Rules |
| "Director(s)" | the director(s) of the Company |
| "GO Obligation" | has the meaning ascribed thereto under the Listing Rules |
| "Group" | the Company and its subsidiaries |
| "HK$" or "Hong Kong Dollars" | Hong Kong dollar(s), the lawful currency of Hong Kong |
| "HKSCC" | Hong Kong Securities Clearing Company Limited |
| "HKSCC Operational Procedures" | the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Independent Third Party(ies)" | any individual or company not being the connected persons of the Company, independent of the Company and its connected persons and not connected with any of them or their respective associates |

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| "Intermediary" | in relation to a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means the beneficial owner's broker, custodian, nominee or other relevant person who is a CCASS participant or who has deposited the beneficial owner's shares with a CCASS participant |
| "Last Trading Day" | Monday, 22 June 2026, being the last trading day of the Shares on the Stock Exchange immediately before the publication of the Announcement |
| "Latest Practicable Date" | 22 July 2026, being the latest practicable date immediately before the printing of this prospectus for ascertaining certain information contained herein |
| "Latest Time for Acceptance" | 4:00 p.m. on Wednesday, 12 August 2026, or such other time or date as may be determined by the Company, being the latest time and date for acceptance of and payment for the Rights Shares as described in the Prospectus Documents |
| "Latest Time for Termination" | 4:00 p.m. on Wednesday, 26 August 2026, or such other time or date as may be agreed between the Placing Agent and the Company, being the latest time to terminate the Placing Agreement |
| "Listing Committee" | has the meaning ascribed thereto under the Listing Rules |
| "Listing Rules" | the Rules Governing the Listing of Securities of the Stock Exchange, as amended, supplemented or otherwise modified from time to time |
| "Net Gain" | the aggregate of any premiums over the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the commission and expenses of the Placing Agent (including any other related costs and expenses), that is realised from the Placing |

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| "No Action Shareholder(s)" | those Qualifying Shareholders who do not subscribe for the Right Shares (whether partially or fully) under the PALs or their renounces, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed |
| "Non-Qualifying Shareholder(s)" | the Overseas Shareholder(s) in respect of whom the Board, after making relevant enquiries with the legal advisers in the relevant jurisdictions, considers it necessary or expedient not to offer the Rights Shares to such Overseas Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place |
| "NQS Rights Share(s)" | the Rights Share(s) which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form |
| "Option(s)" | the share option(s) granted by the Company pursuant to the Share Option Schemes, whether vested or not |
| "Overseas Shareholder(s)" | the Shareholder(s) whose registered address(es) as shown in the register of members of the Company as at the close of business on the Record Date is/are outside Hong Kong |
| "PAL(s)" | the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue |
| "Placee(s)" | professional, institutional or other investor(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies) and not acting in concert with the connected persons of the Company, procured by the Placing Agent and/or its sub-placing agent(s) to subscribe for any of the Unsubscribed Rights Shares pursuant to the Placing Agreement |

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| "Placing" | the placing of a maximum of 223,945,850 Unsubscribed Rights Shares on a best effort basis by the Placing Agent and/ or its sub-placing agents(s) to the Placees on the terms and conditions of the Placing Agreement |
| "Placing Agent" | Advent Securities (Hong Kong) Limited, a licensed corporation carrying out Type 1 (dealing in securities) regulated activity under the SFO, being the placing agent appointed by the Company pursuant to the Placing Agreement |
| "Placing Agreement" | the placing agreement dated 22 June 2026 (as amended and supplemented by the extension letters dated 26 June 2026 and 24 July 2026) entered into between the Company and the Placing Agent in relation to the Placing |
| "Placing Completion Date" | Wednesday, 2 September 2026 or such other date as the Company and the Placing Agent may agree |
| "Posting Date" | Wednesday, 29 July 2026, or such other date as the Company may determine, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders and this prospectus for information only to the Non-Qualifying Shareholders |
| "PRC" | the People's Republic of China, which for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| "Prospectus Documents" | this prospectus and the PAL |
| "Public Float Requirement" | the public float requirement under Rule 8.08 and Rule 13.32B of the Listing Rules which requires, inter alia, at least 25% of the issuer's total number of issued shares must at all times be held by the public |
| "Qualifying Shareholder(s)" | Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s) |

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|---|---|
| "Record Date" | Tuesday, 14 July 2026, being the date by reference to which entitlements of the Shareholders to participate in the Rights Issue will be determined |
| "Registrar" | the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong |
| "Rights Issue" | the proposed issue by way of rights on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price, payable in full on acceptance and on the terms and subject to the conditions to be set out in the Prospectus Documents |
| "Rights Share(s)" | up to 223,945,850 new Shares to be allotted and issued pursuant to the Rights Issue |
| "SFC" | the Securities and Futures Commission of Hong Kong |
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| "Share(s)" | the ordinary share(s) of HK$0.01 each in the share capital of the Company |
| "Share Option Schemes" | collectively, the 2018 Share Option Scheme and the 2025 Share Option Scheme |
| "Shareholder(s)" | holder(s) of the issued Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Subscription Price" | the subscription price of HK$0.19 for each Rights Share under the Rights Issue |
| "Substantial Shareholder(s)" | has the meaning ascribed thereto under the Listing Rules |

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|---|---|
| "Takeovers Code" | the Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time |
| "United States" or "US" | the United States of America (including its territories and dependencies, any state in the US and the District of Columbia) |
| "Unsubscribed Rights Shares" | those Rights Shares that are not subscribed by the Qualifying Shareholders and the NQS Rights Shares that are not successfully sold by the Company as described in the paragraph headed "Arrangements for the NQS Rights Shares" in this prospectus |
| "US Person(s)" | any person(s) or entity(ies) deemed to be a US Person for the purposes of Regulation S under the US Securities Act of 1933, as amended |
| "%" | per cent. |

# EXPECTED TIMETABLE

The expected timetable for the Rights Issue set out below is indicative only. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

| Event | 2026 |
|---|---|
| First day of dealings in nil-paid Rights Shares in board lot size of 5,000 Shares | Friday, 31 July |
| Latest time for splitting of the PALs | 4:30 p.m. on Tuesday, 4 August |
| Last day of dealings in nil-paid Rights Shares | Friday, 7 August |
| Latest time for lodging transfer documents of nil-paid Right Shares in order to qualify for the Compensatory Arrangements | 4:00 p.m. on Wednesday, 12 August |
| Latest time for acceptance of and payment for the Rights Shares | 4:00 p.m. on Wednesday, 12 August |
| Announcement of the number of Unsubscribed Rights Shares subject to the Compensatory Arrangements | Friday, 14 August |
| Commencement of placing of Unsubscribed Right Shares by the Placing Agent | Monday, 17 August |
| Latest time of placing of the Unsubscribed Rights Shares by the Placing Agent | 4:00 p.m. on Wednesday, 26 August |
| Latest time for the Rights Issue to become unconditional | 4:00 p.m. on Wednesday, 26 August |
| Announcement of results of the Rights Issue to be published on the respective websites of the Stock Exchange and the Company | Tuesday, 1 September |
| Despatch of Share certificates for fully-paid Rights Shares | Wednesday, 2 September |
| Despatch of refund cheques, if any, if the Rights Issue is terminated | Wednesday, 2 September |

| Event | 2026 |
|---|---|
| Commencement of dealings in fully-paid Rights Shares | 9:00 a.m. on Thursday, 3 September |
| Payment of Net Gain to relevant No Action Shareholders and Non-Qualifying Shareholders and net proceeds from the sale of nil-paid Rights Shares to the relevant Non-Qualifying Shareholders (if any) | Thursday, 17 September |

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

## EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for Rights Shares will not take place at the time indicated above if there is a tropical cyclone warning signal number 8 or above, a "black" rainstorm warning or "extreme conditions" caused by super typhoons as announced by the Government of Hong Kong:

(i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 12 August 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 Wednesday, 12 August 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 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 Wednesday, 12 August 2026, the dates mentioned in the section headed "Expected Timetable" above may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

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

**Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares, in nil-paid and fully-paid forms. Accordingly, the Rights Issue may or may not proceed.**

**The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.**

**The Shares are expected to be dealt in on an ex-rights basis from Monday, 6 July 2026. Dealings in the Rights Shares in nil-paid form are expected to take place from Friday, 31 July 2026 to Friday, 7 August 2026 (both days inclusive).**

**Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled or waived (as applicable) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party (including Shareholders and potential investors of the Company) who is in any doubt about his/ her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

**EXCEPT AS OTHERWISE SET OUT HEREIN, THE RIGHTS ISSUE DESCRIBED IN THIS PROSPECTUS IS NOT BEING MADE TO SHAREHOLDERS WITH REGISTERED ADDRESSES IN JURISDICTIONS OUTSIDE HONG KONG AND NEITHER IS THE RIGHTS ISSUE BEING MADE TO INVESTORS WHO ARE LOCATED OR RESIDING IN ANY OF THE JURISDICTIONS OUTSIDE HONG KONG, UNLESS AN OFFER OF RIGHTS SHARES AND NIL-PAID RIGHTS SHARES INTO SUCH JURISDICTIONS COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL OR REGULATORY REQUIREMENTS OR THE OFFER IS MADE IN RELIANCE ON ANY EXEMPTION OR WHERE COMPLIANCE IS NOT UNDULY BURDENSOME.**

This prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, the nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to the nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer, invitation or solicitation is unlawful. None of the nil-paid Rights Shares, the fully-paid Rights Shares, this prospectus and the PAL have been or will be registered or filed under the securities laws of any jurisdiction or with any securities commission or similar regulatory authority in any jurisdiction other than in Hong Kong and none of the nil-paid Rights Shares, the fully-paid Rights Shares, this prospectus and the PAL will qualify for distribution under any of the relevant securities laws of any of the jurisdictions outside Hong Kong (other than pursuant to any applicable exceptions as agreed by the Company).

Accordingly, the nil-paid Rights Shares and the fully-paid Rights Shares may not be offered, sold, pledged, taken up, resold, renounced, transferred or delivered, directly or indirectly, into or within any jurisdictions outside Hong Kong absent registration or qualification under the respective securities laws of such jurisdictions other than in Hong Kong, or exemption from the registration or qualification requirements under applicable rules of such jurisdictions.

Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or who hold Shares on behalf of persons with such addresses should refer to the paragraph headed "Rights of the Overseas Shareholders" under "Letter from the Board" of this prospectus.

Each person acquiring the nil-paid Rights Shares and/or Rights Shares under the Rights Issue will be required to confirm, or be deemed by his acquisition of the nil-paid Rights Shares and/or Rights Shares to confirm, that he is aware of the restrictions on offers and sales of the nil-paid Rights Shares and/or Rights Shares described in this prospectus.

**Imperium Technology Group Limited**
**帝 國 科 技 集 團 有 限 公 司**

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

**(Stock code: 0776)**

*Executive Directors:*
Mr. Lin Junwei
Mr. Yeung Tong Seng Terry
Ms. Li Tingting

*Independent non-executive Directors:*
Mr. Fung Tze Wa
Mr. Hui Ka Lung

*Registered office:*
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of business in Hong Kong:*
Room 02, 26/F
One Harbour Square
No. 181, Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong

29 July 2026

*To the Qualifying Shareholders, and for information purpose only, the Non-Qualifying Shareholders*

Dear Sir or Madam,

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

## INTRODUCTION

References are made to the Announcement and the clarification announcement dated 23 June 2026 in relation to, among other matters, the Rights Issue, and the announcements of the Company dated 26 June 2026 and 14 July 2026 in relation to the revised timetable in relation to the Rights Issue.

On 22 June 2026, the Company resolved to propose to raise gross proceeds of up to approximately HK$42.55 million by way of the issue of up to 223,945,850 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date), at the Subscription Price of HK$0.19 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. The net proceeds from the Rights Issue after deducting the expenses are estimated to be approximately HK$40.55 million (assuming no change in the number of Shares in issue on or before the Record Date).

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares and will not be extended to the Non-Qualifying Shareholder(s) (if any).

The purpose of this prospectus is to provide you with, among other things, (i) further details of the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to the Qualifying Shareholders; (ii) financial information of the Group; (iii) unaudited pro forma financial information of the Group; and (iv) other information of the Group.

## PROPOSED RIGHTS ISSUE

On 22 June 2026, the Company resolved to propose to raise gross proceeds of up to approximately HK$42.55 million by way of the issue of up to 223,945,850 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date), at the Subscription Price of HK$0.19 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. The net proceeds from the Rights Issue after deducting the expenses are estimated to be approximately HK$40.55 million (assuming no change in the number of Shares in issue on or before the Record Date).

Further details of the Rights Issue are set out below:

### Issue Statistics

| | |
|---|---|
| Basis of the Rights Issue: | One (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date |
| Subscription Price: | HK$0.19 per Rights Share |

| | |
|---|---|
| Number of Shares in issue as at the Latest Practicable Date: | 447,891,700 Shares |
| Number of Rights Shares to be issued pursuant to the Rights Issue: | Up to 223,945,850 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) |
| Number of issued Shares upon completion of the Rights Issue (assuming the Rights Issue is fully subscribed): | Up to 671,837,550 Shares (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) |
| Amount to be raised before expenses: | Approximately HK$42.55 million |
| Rights of excess application and underwriter: | There will be no excess application arrangements in relation to the Rights Issue and the Rights Issue is not underwritten |

As at the Latest Practicable Date, there are 447,891,700 Shares in issue and outstanding Options in respect of 4,732,432 Shares. The respective exercise prices of the outstanding Options are set out below:

| **Exercise price (HK$ per Share)** | **Number of outstanding Options** |
|---|---|
| 17.14 | 3,110,360 |
| 11.04 | 1,622,072 |

All Options were granted under the 2018 Share Option Scheme and are vested and exercisable. No Options have been granted under the 2025 Share Option Scheme and the Company does not intend to grant any Options on or before the Record Date.

Save as disclosed, as at the Latest Practicable Date, the Company had no outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into or confer any right to subscribe for Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

As at the Latest Practicable Date, assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the maximum number of 223,945,850 Rights Shares proposed to be provisionally allotted and issued pursuant to the Rights Issue represent approximately 50% of the existing issued share capital of the Company as at the Latest Practicable Date; and will represent approximately 33.33% of the entire issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

**Qualifying Shareholders and Non-Qualifying Shareholders**

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and not be a Non-Qualifying Shareholder. Shareholders having an address in Hong Kong as shown on the register of members of the Company at the close of business on the Record Date will qualify for the Rights Issue.

Shareholders having an address outside Hong Kong as shown on the register of members of the Company at the close of business on the Record Date will not qualify for the Rights Issue if the Board, after making relevant enquiries, considers that the exclusion of such Overseas Shareholders from the Rights Issue would be necessary or expedient on account either of legal restrictions under the laws of the relevant place or any requirements of the relevant regulatory body or stock exchange in that place.

Shareholders with their Shares held by nominee(s) (or held in CCASS) should note that the Board will consider the said nominee (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company 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. In order to be registered as a member of the Company by the Record Date, all transfer documents of the Shares (with the relevant share certificates) must be lodged for registration with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Tuesday, 7 July 2026. The last day for dealing in the Shares on a cum-rights basis is Friday, 3 July 2026.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a cheque or banker's cashier order for the Rights Shares being applied for with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong on or before the Latest Time for Acceptance.

**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). If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.**

**The Company will send the Prospectus Documents to the Qualifying Shareholders. The Company will not extend the Rights Issue to the Non-Qualifying Shareholders. The Company will, to the extent permitted under the relevant laws and regulations and reasonably practicable, send this prospectus to the Non-Qualifying Shareholders for information purposes only but will not send any PAL to them.**

**Rights of the Overseas Shareholders**

As at the Latest Practicable Date, based on the register of members of the Company, the Overseas Shareholder was one Shareholder holding 1,448,000 Shares, representing approximately 0.32% of the entire issued share capital of the Company, located in Macau.

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

The Company has, in compliance with Rule 13.36(2)(a) of the Listing Rules, made reasonable enquiries of the legal requirements regarding the feasibility of extending the Rights Issue to the Overseas Shareholders.

The Company has obtained advice from legal advisers in Macau, and has been advised that under the applicable legislations of these jurisdictions, there is no legal restrictions under the laws of or the requirements of the relevant regulatory bodies or stock exchange in Macau in respect to the offer of the Rights Shares to the Overseas Shareholder with registered address in such jurisdiction as at the Latest Practicable Date. As such, the Directors have decided to extend the Rights Issue to the Overseas Shareholder having registered address in Macau and such Overseas Shareholder is considered as Qualifying Shareholder.

Notwithstanding any other provision in this prospectus or any other Prospectus Documents, the Company reserves the right to permit any Shareholder (whether as a direct holder or beneficial owner) whose registered address is in, or who otherwise resides in, a jurisdiction other than Hong Kong to take up Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations in that jurisdiction which would otherwise give rise to restrictions upon the offer or take-up of Rights Shares in that jurisdiction and treat as invalid any acceptances of or applications for the Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction.

**Arrangements for the NQS Rights Shares**

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and before the last day for dealing in the nil-paid Rights Shares, if a premium (net of expenses) can be obtained. Any net proceeds of sale thereof, after deduction of expenses, will be paid in Hong Kong dollars to the Non-Qualifying Shareholders pro rata to their respective entitlements as at the close of business on the Record Date, provided that if any of such persons would be entitled to a sum not exceeding HK$100, such sum will be retained by the Company for its own benefit. Any such unsold nil-paid Rights Shares to which such Non-Qualifying Shareholders would otherwise have been entitled will be offered for subscription by the Placing Agent to the Placees under the Placing.

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

**The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Non-Qualifying Shareholders should exercise caution when dealing in the Shares.**

**Closure of register of members of the Company**

The register of members of the Company has been closed from Wednesday, 8 July 2026 to Tuesday, 14 July 2026 (both days inclusive) for determining the entitlements to the Rights Issue during which period no transfer of Shares will be registered.

**Distribution of the Prospectus Documents**

The Prospectus Documents are not intended to be, have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. The Company will only send this prospectus accompanied by the other Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date. However, to the extent reasonably practicable and legally permitted, the Company will send this prospectus, for information purposes only, to the Non-Qualifying Shareholders (if any). The Company will not send any PALs to the Non-Qualifying Shareholders (if any).

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

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

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

No part of the Prospectus Documents should be published, reproduced, distributed or otherwise made available in whole or in part to any other person without the written consent of the Company.

Beneficial owners of the Shares who reside outside Hong Kong should note that the Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid or fully-paid Rights Shares or to take up any entitlements to nil-paid or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful.

It is the responsibility of the relevant beneficial owners and/or their respective agents, custodians, nominees or trustees wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including obtaining any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith.

**Basis of provisional allotments**

The basis of the provisional allotment shall be one (1) Rights Share for every two (2) existing Shares in issue and held by the Qualifying Shareholders as at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

Acceptance for all or any part of a Qualifying Shareholder's provisional allotment should be made only by lodging a duly completed PAL with a remittance for the Rights Shares being applied for with the Registrar by the Latest Time for Acceptance. Any holdings (or balance of holdings) of less than two (2) Shares will not entitle their holders to be provisionally allotted a Rights Share. Please refer to the arrangement as referred to in the paragraph headed "Fractions of Rights Shares" below.

**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 that the Rights Issue is not fully-subscribed, any Unsubscribed Rights Shares will be placed to independent Placees on a best effort basis by the Placing Agent under the Compensatory Arrangements. Any Unsubscribed 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 are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, any Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) may unwittingly incur a GO Obligation. 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 a GO Obligation on the part of the relevant Shareholder in accordance with the note to Rule 7.19(5)(b) of the Listing Rules.

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

**Undertakings**

The Company has not received any information or irrevocable undertaking from any Shareholders of their intention to take up the Rights Shares to be provisionally allotted to them under the Rights Issue as at the Latest Practicable Date.

**Subscription Price**

The Subscription Price is HK$0.19 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares, or where applicable, when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

(i) a discount/premium of approximately 42.42% to/over the closing price of HK$0.33 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(ii) a discount of approximately 66.67% to the closing price of HK$0.57 per Share as quoted on the Stock Exchange on the Last Trading Day;

(iii) a discount of approximately 67.24% to the average of the closing price of approximately HK$0.58 per Share for the last five trading days as quoted on the Stock Exchange up to and including the Last Trading Day;

(iv) a discount of approximately 67.24% to the average closing price of approximately HK$0.58 per Share for the last five trading days as quoted on the Stock Exchange immediately prior to the Last Trading Day;

(v) a discount of approximately 67.24% to the average closing price of approximately HK$0.58 per Share for the last ten trading days as quoted on the Stock Exchange up to and including the Last Trading Day;

(vi) a discount of approximately 57.78% to the theoretical ex-rights price of approximately HK$0.45 per Share, based on the average of closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to the date of the Announcement of approximately HK$0.58 per Share; and

(vii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 22.41%, represented by the theoretical diluted price of approximately HK$0.45 per Share to the benchmarked price (as defined under Rule 7.27B of the Listing Rules, taking into account the closing price on the Last Trading Day of HK$0.57 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to the date of the Announcement of approximately HK$0.58 per Share) of approximately HK$0.58 per Share.

The net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue) upon full acceptance of the provisional allotment of Rights Shares will be approximately HK$0.18 (assuming no change in the number of Shares in issue on or before the Record Date). The aggregate nominal value of the Rights Shares will be HK$2,239,458.50 (assuming no change in the number of Shares in issue on or before the Record Date).

The Subscription Price was determined by the Company with reference to, among others, (i) the recent closing prices of the Shares; (ii) prevailing market conditions and financial position of the Group; (iii) the amount of funds the Company intends to raise under the Rights Issue; and (iv) the reasons as discussed in the section headed "REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS" below in this prospectus.

The Directors reviewed the daily closing prices of the Shares during the 12-month period from 23 June 2025 and up to and including the Last Trading Day (the "**Review Period**"). During this period, the Shares recorded (i) a highest closing price of HK$1.642 on 6 October 2025; and (ii) a lowest closing price of HK$0.438 on 15 June 2026. The Directors noted the closing price had gradually declined from the highest closing price on 6 October 2025 until the Last Trading Day, which may have reflected the market evaluation on the recent business performance of the Group as well as the recent market sentiment and considered it appropriate to determine the Subscription Price with reference to the downward trend together with the closing prices in the most recent period.

In addition, the Directors have also reviewed the trading liquidity of the Shares during the Review Period in determining the Subscription Price. The following table sets out the trading volume of the Shares during the Review Period:

**Trading volume of the Shares during the Review Period**

| Month/Period | Total trading volume *(No. of Shares)* | Number of trading days | Average daily trading volume of the Shares *(No. of Shares)* | Average daily trading volume as a percentage of the total number of Shares in issue (Note) *(%)* |
|---|---|---|---|---|
| 2025 | | | | |
| June (from 23 June 2025) | 22,663,953 | 6 | 3,777,326 | 0.56 |
| July | 17,451,837 | 22 | 793,265 | 0.12 |
| August | 53,546,988 | 21 | 2,549,857 | 0.38 |
| September | 40,254,253 | 22 | 1,829,739 | 0.27 |
| October | 83,194,552 | 20 | 4,159,728 | 0.62 |
| November | 39,814,511 | 20 | 1,990,726 | 0.30 |
| December | 39,943,438 | 21 | 1,902,068 | 0.28 |
| 2026 | | | | |
| January | 35,385,475 | 21 | 1,685,023 | 0.25 |
| February | 17,440,120 | 17 | 1,025,889 | 0.15 |
| March | 11,022,516 | 22 | 501,023 | 0.07 |
| April | 6,894,190 | 19 | 362,852 | 0.05 |
| May | 43,231,927 | 19 | 2,275,365 | 0.34 |
| June (up to 22 June 2026) | 47,819,423 | 15 | 3,187,962 | 0.47 |

*Source: the website of the Stock Exchange (www.hkex.com.hk)*

*Note:* The calculation is based on the average daily trading volume of the Shares divided by the total issued share capital of the Company as at the Last Trading Day (i.e. 671,837,550 Shares).

As illustrated in the table above, the average daily trading volume for the respective month/period during the Review Period ranged from 362,852 to 4,159,728 Shares, representing 0.05% to approximately 0.62% of the total number of issued Shares as at the Last Trading Day. The trading liquidity of the Shares during the Review Period was below 1% of the total number of issued Shares as at the Last Trading Day and is considered thin.

The exhaustive list of premium/(discount) of the subscription price to the closing price on the respective last trading day as disclosed by 22 companies listed on the Stock Exchange (the "**Comparable Cases**" as listed below) in recent proposed rights issue in the market three months prior to the Announcement, which the Directors consider such period ensures both the sufficiency of the sample size and represents a reliable reflection of the prevailing market sentiment, are as follows:

| Date of announcement | Company name | Stock code | Basis of entitlement | Maximum dilution of shareholding | Premium/(discount) of subscription price per rights issue share over the closing price per share on the last trading day prior to announcement of rights issue | Premium/(discount) of subscription price per rights issue share over the average of the closing price per share for the last five trading days as quoted on the Stock Exchange up to and including the Last Trading Day | Theoretical dilution effect | Placing commission | Minimum placing commission |
|---|---|---|---|---|---|---|---|---|---|
| | | | | *(Note 2)* | | | *(Note 3)* | *(Note 4)* | |
| | | | | % | % | % | % | % | *HK$* |
| 24 March 2026 | Alco Holdings Limited | 328 | 4 for 1 | 80.00 | (20.3) | (24.2) | 21.0 | 1.5 | No |
| 26 March 2026 | Zhongshen Jianye Holding Limited | 2503 | 2 for 1 | 66.67 | (33.63) | (35.18) | 23.45 | 0.5 | No |
| 27 March 2026 | China Health Technology Group Holding Company Limited | 1069 | 2 for 1 | 66.67 | (20.63) | (19.35) | 13.76 | 4 | No |
| 14 April 2026 | FEG Holdings Corporation Limited | 1413 | 1 for 2 | 33.33 | (28.67) | (31.63) | 11.25 | 1 | No |

| Date of announcement | Company name | Stock code | Basis of entitlement | Maximum dilution of shareholding *(Note 2)* % | Premium/(discount) of subscription price per rights issue share over the closing price per share on the last trading day prior to announcement of rights issue % | Premium/(discount) of subscription price per rights issue share over the average of the closing price per share for the last five trading days as quoted on the Stock Exchange up to and including the Last Trading Day % | Theoretical dilution effect *(Note 3)* % | Placing commission *(Note 4)* % | Minimum placing commission *HK$* |
|---|---|---|---|---|---|---|---|---|---|
| 16 April 2026 | Pa Shun International Holdings Limited | 574 | 1 for 2 | 33.33 | (72.88) | (69.04) | 24.29 | 1 | No |
| 17 April 2026 | Hong Wei (Asia) Holdings Company Limited | 8191 | 4 for 1 | 80.00 | (16.13) | (10.47) | 12.9 | 1 | No |
| 21 April 2026 | China Information Technology Development Limited | 8178 | 1 for 2 | 33.33 | (24.4) | (25.6) | 9.5 | 1 | No |
| 22 April 2026 | Xinming China Holdings Limited | 2699 | 6 for 1 | 85.71 | (20.0) | (20) | 17.14 | 2 | No |
| 27 April 2026 | Tasty Concepts Holding Limited | 8096 | 3 for 2 | 60.00 | (16.7) | (16.7) | 10.0 | 3 | No |
| 29 April 2026 | Minerva Group Holding Limited | 397 | 1 for 2 | 33.33 | (19.1) | (17.7) | 8.5 | 3.5 | No |
| 5 May 2026 | Citychamp Watch & Jewellery Group Limited | 256 | 1 for 3 | 25.00 | 31.6 | 29.2 | N/A | 1.5 | 300,000 |
| 12 May 2026 | MTT Group Holdings Limited | 2350 | 2 for 5 | 28.57 | (64.29) | (65.01) | 18.65 | 2.2 | 300,000 |
| 13 May 2026 | V & V Technology Holdings Limited | 8113 | 1 for 2 | 33.33 | 1.12 | (5.88) | N/A | N/A | No |
| 21 May 2026 | MOG Digitech Holdings Limited | 1942 | 1 for 2 | 33.33 | (54.55) | (52.62) | 18.98 | 1 | No |

| Date of announcement | Company name | Stock code | Basis of entitlement | Maximum dilution of shareholding *(Note 2)* % | Premium/ (discount) of subscription price per rights issue share over the closing price per share on the last trading day prior to announcement of rights issue % | Premium/ (discount) of subscription price per rights issue share over the average of the closing price per share for the last five trading days as quoted on the Stock Exchange up to and including the Last Trading Day % | Theoretical dilution effect *(Note 3)* % | Placing commission *(Note 4)* % | Minimum placing commission *HK$* |
|---|---|---|---|---|---|---|---|---|---|
| 26 May 2026 | Harbour Digital Asset Capital Limited | 913 | 3 for 2 | 60.00 | (19.1) | (20.9) | 12.8 | 3 | No |
| 28 May 2026 | APAC Resources Limited | 1104 | 1 for 2 | 33.33 | (33.49) | (35.50) | 11.87 | N/A | No |
| 29 May 2026 | FDB Holdings Limited | 1826 | 1 for 2 | 33.33 | (20.6) | (1.2) | 6.9 | 3.5 | No |
| 5 June 2026 | Gaodi Holdings Limited | 1676 | 1 for 2 | 33.33 | (12.44) | (12.44) | 4.31 | 0.75 | No |
| 11 June 2026 | HK.AI Capital Limited | 1140 | 1 for 2 | 33.33 | (18.5) | (22.86) | 8.2 | 0.25 | No |
| 15 June 2026 | Asian Citrus Holdings Limited | 73 | 3 for 1 | 75.00 | (28.13) | (31.62) | 23.86 | 1 | 100,000 |
| 17 June 2026 | CMON Limited | 1792 | 3 for 1 | 75.00 | (14.74) | (19.8) | 6.25 | 2.5 | No |
| 18 June 2026 | China Wood International Holding Co., Limited | 1822 | 1 for 1 | 50.00 | (43.80) | (44.68) | 22.42 | 1.5 | No |
| | Maximum | | | 85.71 | 31.6 | 29.2 | 24.29 | 4.00 | |
| | Minimum | | | 25.00 | (72.88) | (69.04) | 4.31 | 0.25 | |
| | Average | | | 49.36 | (24.97) | (25.15) | 14.30 | 1.79 | |
| | Median | | | 33.33 | (20.45) | (21.88) | 12.85 | 1.50 | |
| | **Company** | **776** | **1 for 2** | **33.33** | **(66.67)** | **(67.24)** | **22.34** | **3** | **No** |

*Source: the website of the Stock Exchange (www.hkexnews.com.hk)*

*Notes:*

1. Information shown in the above table has been extracted from the relevant announcements or circulars of the rights issue of the respective Comparable Cases, where applicable.

2. The potential maximum dilution effect of each rights issue is calculated as number of rights shares issued or to be issued under the basis of entitlement divided by the total number of shares as enlarged by the rights issue according to their respective basis of entitlements and assuming all rights shares have been/will be allotted and issued times 100%.

3. The theoretical dilution effect is calculated in accordance with Rule 7.27B of the Rules Governing the Listing of Securities on the Stock Exchange or Rule 10.44A of the GEM Listing Rules, or extracted from announcement, circular or prospectus in respect of the Comparable Cases.

4. "N/A" denotes that the subject rights issue was conducted without the involvement of any placing.

The subscription prices of the Comparable Cases relative to their respective closing prices on or before the last trading day ranged from a discount of approximately 72.88% to a premium of approximately 31.6%, with average and median discounts of approximately 24.97% and approximately 20.45%, respectively.

The subscription prices of the Comparable Cases in comparison to their respective average closing prices over the five trading days up to and including the last trading day ranged from a discount of approximately 69.04% to a premium of approximately 29.2%, with an average and median discount of approximately 25.15% and approximately 21.88%, respectively.

As a result, the discount of approximately 66.67% to the closing price of the Share on the Last Trading Day, and the discount of approximately 67.24% to the average closing Share price for the five trading days up to and including the Last Trading Day, fall within the established range of the Comparable Cases and above the average and median discount among the Comparable Cases.

Although the discount of the Subscription Price is above the average and median of the Comparable Cases, the discount falls within the range of the Comparable Cases and the Directors considered the deep discount is fair and reasonable after considering the following additional factors:

(i) the trading liquidity of the Shares during the Review Period was below 1% of the total number of issued Shares as at the Last Trading Day, as demonstrated above and is considered thin;

(ii) the Group was loss-making for the fifteen months ended 31 March 2026 and had recorded a net liabilities position as at 31 March 2026 (as further discussed below), a discount would provide a greater incentive for Qualifying Shareholders to participate in the Rights Issue and provide an opportunity to enable the Company to address its immediate funding needs and improve the financial position of the Group;

(iii) the dilution effect complies with the Listing Rules, despite the Subscription Price being at a relatively large discount to the closing price and the five day average of the closing prices;

(iv) the Rights Issue will be accessible to all Qualifying Shareholders, and their interests will not be adversely affected by the discount of the Subscription Price as long as they are afforded equal opportunity to participate and subscribe for the Rights Shares;

(v) Qualifying Shareholders who opt not to subscribe for their pro-rata entitlement of the Rights Shares may still derive economic benefits by selling their nil-paid Rights Shares in the market; and

(vi) the reasons for the Rights Issue as stated in the section headed "REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS" below in this prospectus.

Considering the factors mentioned above, the Directors believe that the benefits of the Rights Issue outweigh the significant discount applied to the Subscription Price and a substantial discount would encourage greater participation in the Rights Issue. As a result, the Directors consider the substantial discount of the Subscription Price to be fair and reasonable and in the interest of the Company and the Shareholders.

The Directors also considered the current financial position and business performance of the Group. As disclosed in the second interim report of the Company for the twelve months ended 31 December 2025, the Group recorded a loss for the period of approximately HK$39.1 million for the twelve months ended 31 December 2025 and a net liabilities position of approximately HK$130.0 million as at 31 December 2025. As disclosed in the annual results announcement of the Company for the fifteen months ended 31 March 2026, the Group recorded a loss for the period of approximately HK$64.75 million and a net liabilities position of approximately HK$129.41 million as at 31 March 2026. As further elaborated in the section headed ''REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS'' below in this prospectus, the Group has been under liquidity pressures and faces an imminent need for financial resources to meet its business development and working capital needs. By setting a Subscription Price which is at a discount to the prevailing market price, the Board considers that this would provide sufficient incentive for, and encourage, the Qualifying Shareholders to participate in the Rights Issue (which allows the Qualifying Shareholders to maintain their proportional shareholdings in the Company and minimises the dilution impact), while providing an opportunity to enable the Company to address its immediate funding needs and improve the financial position of the Group.

In determining the Subscription Price, which represents a discount of approximately 66.67% to the closing price of the Shares on the Last Trading Day, the Directors have considered, among other things as mentioned above, the historical market price of the Shares traded on the Stock Exchange. Given that the Company has recorded an unaudited net loss of approximately HK$39,114,000 for twelve months ended 31 December 2025 and an audited net loss of approximately HK$64,745,000 for the fifteen months ended 31 March 2026 and all Qualifying Shareholders are provided with an equal opportunity to subscribe for their assured entitlements under the Rights Issue at a relatively low price as compared to the historical market price of the Shares and discount to the recent closing prices of the Shares, the Directors consider that the discount of the Subscription Price would enhance the attractiveness of the Rights Issue, and in turn encourage the Shareholders to participate in the Rights Issue, and accordingly allow them to maintain their shareholdings in the Company and participate in the future growth and development of the Group. After taking into consideration the reasons for the Rights Issue as stated in the section headed "REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS" below in this prospectus, the Directors consider the terms of the Rights Issue, including the Subscription Price, to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As all Qualifying Shareholders are entitled to subscribe for the Rights Shares in the same proportion to his/her/its existing shareholding in the Company held on the Record Date, the Board considers that the discount of the Subscription Price would encourage the Qualifying Shareholders to take up their entitlements to maintain their shareholdings in the Company, thereby minimising possible dilution impact.

The Board considers that the Subscription Price is fair and reasonable and in the interest of the Company and the Shareholders as a whole, after taking into account the following factors:

(i) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue are able to sell the nil-paid Rights Shares in the market;

(ii) the Qualifying Shareholders who choose to accept their provisional entitlements in full can maintain their respective existing shareholding interests in the Company after the Rights Issue; and

(iii) the Rights Issue affords the Qualifying Shareholders an opportunity to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company at a discount to the recent closing price.

**Status of the Rights Shares**

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

**Stamp duty and other applicable fees and charges**

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

Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

**Cheques and cashier orders**

All cheques and cashier's orders accompanying completed PALs will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares, whether by a Qualifying Shareholder or any nominated transferee, will constitute a warranty by 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 accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

**Beneficial owners' instructions to their Intermediary**

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

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

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted on or about Wednesday, 2 September 2026 by ordinary post to the allottees, at their own risk, to their registered addresses. If the Rights Issue does not become unconditional, refund cheques will be posted on or before Wednesday, 2 September 2026 by ordinary post to the respective Shareholders, at their own risk, to their registered addresses. One share certificate will be issued for all the Rights Shares allotted to an applicant.

**Fractions of Rights Shares**

The Company will not provisionally allot fractions of Rights Shares in nil-paid form to the Qualifying Shareholders. All fractions of Rights Shares will be aggregated (and rounded down to the nearest whole number of a Share) and all nil-paid Rights Shares arising from such aggregation will be sold in the market for the benefit of the Company if a premium (net of expenses) can be achieved.

**Procedures for acceptance, splitting of PAL and payment or transfer**

A PAL is a form of temporary document of title and will be despatched in printed form to the Qualifying Shareholder(s) which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of the Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PAL, they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:00 p.m. on Wednesday, 12 August 2026 (or, under bad weather conditions, such later time and/or date as mentioned in the section headed "Effect of Bad Weather on the Latest Time For Acceptance of and

Payment for the Rights Shares" in the "Expected Timetable" in this prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**TRICOR INVESTOR SERVICES LIMITED — CLIENT A/C NO. 088**" and crossed "ACCOUNT PAYEE ONLY". It should be noted that unless the PAL, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Wednesday, 12 August 2026, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage. Qualifying Shareholder(s) must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected.

If the Qualifying Shareholders wish to accept only part of their provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or to transfer part or all of their rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Tuesday, 4 August 2026 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day following the surrender of the original PAL. This process is commonly referred to as "splitting" of nil-paid Rights Shares. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with a transfer of rights to subscribe for the Rights Shares. The PAL contains the full information regarding the procedures to be followed for Qualifying Shareholders who wish to: (i) accept their provisional allotment in full; (ii) accept only part of their provisional allotment; or (iii) renounce/transfer all or part of their provisional allotment to other party/parties. Qualifying Shareholders are advised to study the procedures set out in the PAL carefully. If any of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" in this "Letter from the Board" of this prospectus is not fulfilled at or prior to the respective time stipulated therein or such later date as may be considered by the Company, the Rights Issue will not proceed. Under such circumstances, the monies received in respect of application for the Rights Shares will be returned to the relevant applicants or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Wednesday, 2 September 2026.

**Application for listing**

The Company has applied to the Listing Committee for the listing of, and permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the board lots of 5,000 Rights Shares. No part of the securities of the Company in issue or for which listing or permission to deal is being or is proposed to be sought is listed or dealt in on any stock exchange other than the Stock Exchange.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

Shareholders should seek advice from their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

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

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company will make arrangements to dispose of the Unsubscribed Rights Shares by offering the Unsubscribed Rights Shares to independent Placees for the benefit of the relevant No Action Shareholders and Non-Qualifying Shareholders. As the Compensatory Arrangements are in place, there will be no excess application arrangements in relation to the Rights Issue.

The Company has appointed the Placing Agent to place the Unsubscribed Rights Shares after the Latest Time for Acceptance to independent Placees, and any premium over the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the commission and expenses of the Placing Agent (including any other related costs and expenses), that is realised from the Placing, being the Net Gain, will be paid to the relevant No Action Shareholders and Non-Qualifying Shareholders in the manner set out below. The Placing Agent will procure, by not later than 4:00 p.m. on Wednesday, 26 August 2026, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares at a price not less than the Subscription Price. Any Unsubscribed Rights Shares remain which are not placed after completion of the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any but rounded down to the nearest cent) will be paid on a pro-rata basis to the relevant No Action Shareholders and Non-Qualifying Shareholders as set out below:

(i) for No Action Shareholders, 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 where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL and where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS; and

(ii) for Non-Qualifying Shareholders, the relevant Non-Qualifying Shareholders whose name and address appeared on the register of members of the Company on the Record Date with reference to their shareholdings in the Company on the Record Date.

It is proposed that if the Net Gain to any of the No Action Shareholder(s) and Non-Qualifying Shareholder(s) mentioned above (i) is more than HK$100, the entire amount will be paid to them; or (ii) is HK$100 or less, such amount will be retained by the Company for its own benefit.

**THE PLACING AGREEMENT**

On 22 June 2026 (after trading hours of the Stock Exchange), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has agreed to procure Placee(s) to subscribe for the Unsubscribed Rights Shares. Further details of the Placing Agreement are set out below:

| | |
|---|---|
| Date: | 22 June 2026 (as amended and supplemented by the extension letters dated 26 June 2026 and 24 July 2026) |

| | |
|---|---|
| Placing agent: | Advent Securities (Hong Kong) Limited was appointed as the placing agent to place, or procure, on a best effort basis, the placing of, up to 223,945,850 Unsubscribed Rights Shares (assuming no Shares being issued or bought back by the Company on or after the date of the Placing Agreement and on or before the Record Date) to the Placee(s).<br><br>The Placing Agent and its ultimate beneficial owners are Independent Third Parties. The Placing Agent has also undertaken that before it engages sub-placing agent(s) to place the Unsubscribed Rights Shares, it will confirm with the Company and such sub-placing agent(s) that these sub-placing agent(s) and their ultimate beneficial owners are Independent Third Parties. |
| Placing commission: | The Company shall pay to the Placing Agent a placing commission of 3% of the amount which is equal to the placing price multiplied by the total number of the Unsubscribed Rights Shares which are successfully placed by the Placing Agent. The Company shall also be responsible for all costs and expenses reasonably incurred in connection with or arising out of the Placing. |
| Placing price of the Unsubscribed Rights Shares: | The placing price of the Unsubscribed Rights Shares shall be not less than the Subscription Price.<br><br>The final price will be determined based on the demand for the Unsubscribed Rights Shares and market conditions at the time of placement. |

| | |
|---|---|
| Placees: | The Placing Agent undertakes to use its best endeavour to procure that (i) the Unsubscribed Rights Shares shall only be placed to institutional, corporate or individual investor(s) who and whose ultimate beneficial owner(s) shall be Independent Third Parties; (ii) the Placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (iii) the Company will continue to comply with the Public Float Requirement upon completion of the Placing and the Rights Issue. |
| Ranking of Unsubscribed Rights: | The Unsubscribed Rights Shares (when placed, allotted, issued and fully paid) shall rank *pari passu* in all respects among themselves and with the Shares then in issue. |
| Placing conditions: | The Placing is subject to and conditional upon (i) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Rights Shares; (ii) the Rights Issue having become unconditional; (iii) the representations and warranties of the Company in the Placing Agreement remaining true and accurate in all material respects and none of the undertakings of the Company in the Placing Agreement having been breached in any material respects; (iv) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained; and (v) the Placing Agreement not having been terminated in accordance with the provisions thereof. |
| Completion date of the Placing: | Wednesday, 2 September 2026 or such other date as the Company and the Placing Agent may agree. |

The engagement between the Company and the Placing Agent (including the commission and expenses payable) was determined after arm's length negotiation between the Placing Agent and the Company and is on normal commercial terms with reference to the market comparables, the existing financial position of the Group, the size of the Rights Issue, and the current and expected market conditions.

The Board considers that the terms of Placing Agreement (including the commission and expenses payable) are on normal commercial terms and are in the best interest of the Company and the Shareholders as a whole. As explained above, the Unsubscribed Rights Shares will be placed by the Placing Agent to Independent Third Parties on a best effort basis for the benefits of the No Action Shareholders. If all or any of the Unsubscribed Rights Shares are successfully placed, any premium over the Subscription Price will be distributed to the relevant No Action Shareholders.

The Company will ensure that it will continue to comply at all times with the Public Float Requirement after the Rights Issue and the Placing. After the Placing Period, it is expected that none of the Placees will become a substantial Shareholder. If any of the Placees will become a substantial Shareholder after completion of the Placing and Rights Issue, further announcement(s) will be made by the Company.

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

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

(ii) the Compensatory Arrangements (including the determination of the placing price) will be managed by the Placing Agent which is licensed and subject to the stringent code of conduct over, among others, pricing and allocation of the Shares subject to the Placing. The terms and the conditions of the Placing Agreement (including the placing commission) are normal commercial terms and are in the best interest of the Company and the Shareholders as a whole; and

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

**Conditions of the Rights Issue**

The completion of the Rights Issue is conditional upon:

(i) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms) by no later than the first day of their dealings;

(ii) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one duly certified copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies (WUMP) Ordinance not later than the Posting Date;

(iii) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of this prospectus and a letter in the agreed form to the Non-Qualifying Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue on or before the Posting Date;

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

(v) the Placing Agreement not being terminated pursuant to the terms thereof and remains in full force and effect; and

(vi) compliance with the requirements under the applicable laws and regulations of Hong Kong and the Cayman Islands.

None of the above conditions precedent is capable of being waived. In the event that the above conditions precedent have not been satisfied on or before the Latest Time for Termination, all liabilities of the Company shall cease and determine and no party shall have any claim against the other party.

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

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

## EFFECT OF THE RIGHTS ISSUE ON SHAREHOLDINGS IN THE COMPANY

The table below set out the shareholding structures of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue assuming all Rights Shares are subscribed for by the Qualifying Shareholders in full; (iii) immediately after completion of the Rights Issue assuming only the connected persons of the Company subscribed for the Rights Shares and all the remaining Rights Shares are placed by the Placing Agent; and (iv) immediately after completion of the Rights Issue assuming none of the Rights Shares are subscribed for by the Qualifying Shareholders and all the remaining Rights Shares are placed by the Placing Agent.

The changes in the shareholding structure of the Company arising from the Rights Issue are as follows (assuming there is no other change in the number of Shares in issue on or before the completion of the Rights Issue) for illustrative purposes only:

| **Shareholders** | **As at the Latest Practicable Date** | | **Immediately after completion of the Rights Issue assuming all Rights Shares are subscribed for by the Qualifying Shareholders in full** | | **Immediately after completion of the Rights Issue assuming only the connected persons of the Company subscribed for the Rights Shares and all the remaining Rights Shares are placed by the Placing Agent** | | **Immediately after completion of the Rights Issue assuming none of the Rights Shares are subscribed for by the Qualifying Shareholders and all the remaining Rights Shares are placed by the Placing Agent** | |
|---|---|---|---|---|---|---|---|---|
| | *Number of issued Shares* | *Approximate %* | *Number of issued Shares* | *Approximate %* | *Number of issued Shares* | *Approximate %* | *Number of issued Shares* | *Approximate %* |
| Bluemount Investment Fund SPC(1) | 1,900,000 | 0.43 | 2,850,000 | 0.48 | 2,850,000 | 0.42 | 1,900,000 | 0.28 |
| Artus Capital Limited(2) | 72,888,488 | 16.27 | 109,332,732 | 16.27 | 109,332,732 | 16.27 | 72,888,488 | 10.85 |
| Placees | — | — | — | — | 186,551,606 | 27.77 | 223,945,850 | 33.33 |
| **Public Shareholders** | 373,103,212 | 83.30 | 559,654,818 | 83.30 | 373,103,212 | 55.54 | 373,103,212 | 55.54 |
| **Total** | **447,891,700** | **100.00** | **671,837,550** | **100.00** | **671,837,550** | **100.00** | **671,837,550** | **100.00** |

*Notes:*

(1) Bluemount Investment Fund SPC is wholly owned by Mr. Yeung Tong Seng Terry, an executive Director.

(2) Artus Capital Limited is wholly owned by Mr. Kelvin Boon Kian Chng.

(3) The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

Shareholders and potential investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Issue.

Based on the public information available to the Board, as at the Latest Practicable Date, the Company's public float complies with the Public Float Requirement. To the best of the Directors' knowledge, information and belief, the Company will still meet the Public Float Requirement upon the completion of the Rights Issue.

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

The Company is an investment holding company and the Group is principally engaged in (i) marketing and operation of mobile games and computer games and sale of non-fungible tokens (NFTs) and other digital tokens; (ii) provision of cloud computing and data storage solutions to customers; and (iii) participating in esports competitions, streaming and marketing events and merchandise sales exports.

As disclosed in the annual results announcement of the Company for the fifteen months ended 31 March 2026, the Group recorded an audited net loss of HK$64,745,000 for the fifteen months ended 31 March 2026, audited net liabilities of HK$129,412,000, while the cash and bank balances was HK$7,027,000 as at 31 March 2026.

As it has become crucial for the Company to be able to raise funds as soon as possible to meet its business development and working capital needs, after considering (i) the business development strategies of the Group to further develop its online game business and esports business consistent with the disclosure in the Group's annual results announcement for the fifteen months ended 31 March 2026 dated 29 June 2026, whereby the segment revenue for these two segments of the Company has recorded considerable increases. For its online game business, the Group intends to develop marketing plans in respect of "Jiuyin Zhenjing"《九陰真經》to retain customers and coordinate with game developers to modernise the title and renew the licence, continue to integrate artificial intelligence and machine learning algorithms in order to enhance competitiveness of its online game business and at the same time identify new games in the market for publishing. For its esports business, the Group will continue to enhance the performance of its teams for participation in core leagues with growth potentials and significant reward pools and monitor the popularity of newly released game titles to assess the likelihood of the establishment of sizeable leagues by the organisers with a view of identifying new growth opportunities; (ii) the current financial position of the Group of net liabilities of HK$129,412,000 as at 31 March 2026; (iii) the benefits and cost of alternative fundraising means as set out in the paragraphs below; and (iv) the importance of the fundraising exercise to the Company to satisfy its pressing financial needs for business development, the Directors consider that the Rights Issue will enable the Group to raise the necessary funds in a timely manner, which is in the interests of the Company and the Shareholders as a whole.

Assuming that there is no change in the number of issued Shares on or before the Record Date and all Rights Shares to be issued under the Rights Issue have been taken up in full, the gross proceeds from the Rights Issue will be approximately HK$42.55 million. The net proceeds from the Rights Issue after deducting the estimated expenses in relation to the Rights Issue are estimated to be up to approximately HK$40.55 million. As such, based on the unaudited consolidated management accounts of the Company as at 31 March 2026, the cash and cash equivalents of the Group would amount to approximately HK$47.58 million upon completion of the Rights Issue, representing approximately 33.27% of the total assets of the Group enlarged by the net proceeds from the Rights Issue.

The Company intends to apply the net proceeds from the Rights Issue as follows:

(i) as to approximately HK$9.33 million (representing approximately 23.01% of the total net proceeds) for supporting its online game business including approximately HK$4.83 million for conducting marketing activities for "Jinyin Zhenjing"《九陰真經》, an online game that the Group has distributed in the South Asia region for over 9 years, such as advertising and conducting promotional activities to increase number of players of the online games, as the Group is currently finalising a plan with the game licensors to provide an updated version targeted to be launched in the second half of 2026, and approximately HK$4.50 million for sourcing and obtaining licenses for new online games developed externally for publication. The Company plans to obtain one new online game license in South East Asia and is currently in negotiation with game developers in the PRC. The Company has obtained several proposals from game developers and is currently undertaking the relevant market researches;

(ii) as to approximately HK$6.22 million (representing approximately 15.34% of the total net proceeds) for supporting its esports business including approximately HK$4.00 million for hosting activities to enlarge fanbase, such as hosting community watch parties, promotional activities for dedicated mobile apps to incentivise fans loyalty and promotional activities for the launch of exclusive content on platform such as Twitch and humanising players via behind-the-scenes social media content, approximately HK$1.2 million for recruiting internal designers or collaborating with external designers for production of esports related merchandise, such as peripheral products for promotion of the Nova "NV" brand name targeted at esports fans, including cups, clothing items and accessories; and approximately HK$1.02 million for procuring new esports players and provide training for new and existing players; and

(iii) as to approximately HK$25.00 million (representing approximately 61.65% of the total net proceeds) for the general working capital of the Group, including approximately HK$19.00 million for directors' remuneration and staff expenses of the Group in order to remain competitive in the market so as to retain its current talents and experienced staff for the operation of online games and esports game activities, especially in light of the disclaimer of opinion issued by the auditors in the annual results announcement of the Company for the fifteen months ended 31 March 2026 dated 29 June 2026, as the Group intends to demonstrate to its current talents and experienced staff the confidence of the Group to remain sufficiently funded to provide them with a stable working environment; approximately HK$3.00 million for office rental payments; and approximately HK$3.00 million for legal and professional fees, cost of consultancy services and other administrative expenses in the Group's daily operations.

The Company intends the net proceeds from the Rights Issue to be utilised by the end of September 2027.

The Company acknowledges that it has raised net proceeds of approximately HK$62.35 million from the placing of Shares under general mandate conducted in October 2025, which has not been fully utilised as at the Latest Practicable Date. The proceeds raised thereunder was allocated for the development of software to support the online game business and cryptocurrency business, including the designing and development of artificial intelligence and machine learning algorithms or online games business, and the development and enhancement of the Group's self-developed TokenTrend application, whereas the net proceeds from the Rights Issue shall be utilised for the promotion and relaunching of products and services incorporating the functions of the aforesaid newly developed software.

Despite the inherent dilutive nature of the Rights Issue in general if the Qualifying Shareholders do not take up their entitlements under the Rights Issue in full, it is the intention of the Company to set the Subscription Price at a discount to the current market price of the Shares so as to encourage the Shareholders to participate in the Rights Issue and reduce the possible dilution of approximately 33.3% to the shareholding of the existing Shareholders in case they decide not to take up their entitlements under the Rights Issue. Furthermore, the Rights Issue will give the Qualifying Shareholders the opportunity to maintain their respective shareholdings in the Company. Accordingly, the Directors are of the view 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 in the Company will be diluted upon completion of the Rights Issue.

The Company had considered other fund-raising alternatives available to the Group, including debt financing and other equity financing such as placing or subscription of new Shares. The Board considers that to finance the funding needs of the Group in the form of equity is a better alternative than debt as it would not result in additional interest burden and will improve the gearing of the Group. Amongst the equity financing methods, placing or subscription of new Shares would dilute the shareholding of the existing Shareholders without giving the chance to the existing Shareholders to participate. On the contrary, the Rights Issue is pre-emptive in nature, as it allows Qualifying Shareholders to maintain their proportional shareholdings in the Company through participation in the Rights Issue. The Rights Issue also allows the Qualifying Shareholders to (a) increase their respective shareholding interests in the Company by acquiring additional rights entitlement in the open market (subject to the availability); or (b) reduce their respective shareholding interests in the Company by disposing of their rights entitlements in the open market (subject to the market demand). As an open offer does not allow the trading of rights entitlements, a rights issue is preferred. Accordingly, the Board considers that raising capital through the Rights Issue is in the interests of the Company and the Shareholders as a whole.

## POSSIBLE ADJUSTMENT TO THE SHARE OPTIONS UNDER THE SHARE OPTION SCHEMES

As at the Latest Practicable Date, there are outstanding Options in respect of 4,732,432 Shares granted by the Company pursuant to the 2018 Share Option Scheme, the Options are exercisable into 4,732,432 Shares, and the Company has not granted any Options under the 2025 Share Option Scheme.

Pursuant to the terms of the Share Option Schemes, the Rights Issue may lead to adjustments to, among others, the exercise price and/or the number of Shares to be issued upon exercise of the outstanding Options under the Share Option Schemes, provided that:

(i) pursuant to the 2018 Share Option Scheme, any such alterations shall be made on the basis that the grantee shall have the same proportion of the issued share capital of the Company to which he or she was entitled before such alteration and the aggregation subscription price payable by the grantee on the full exercise of any Option shall remain as nearly as possible the same as (but not greater than) it was before such event; and

(ii) pursuant to the 2025 Share Option Scheme, any such alterations must give the eligible participant the same proportion of the equity capital, rounded to the nearest whole Share, as that to which that person was previously entitled.

For illustrative purposes only, set out below is the preliminary adjustment in relation to the outstanding Options upon completion of the Rights Issue, using the market price of the Share as at the Latest Practicable Date:

| As at the Latest Practicable Date | | Immediately upon the completion of the Rights Issue | |
|---|---|---|---|
| **Number of Outstanding Options** | **Exercise price per Share** *(HK$)* | **Adjusted exercise price per Share** *(HK$)* | **Adjusted number of Shares issuable on the exercise in full of the outstanding Options** |
| 1,622,072 | 11.04 | 9.4788 | 1,889,237 |
| 3,110,360 | 17.14 | 14.7162 | 3,622,655 |

*Note:*

The method of adjustment of the exercise price per Share and the number of Shares on the exercise in full of the outstanding Options upon the completion of the Rights Issue:

Adjusted Exercise Price = Existing Options x (1/F)

Adjusted number of Share Options = Existing Options x F

Where

F = CUM/TEEP

CUM = Closing price as shown in the Daily Quotation Sheet of the Stock Exchange on the last day of trading before going Ex-Entitlement

TEEP (Theoretical Ex Entitlement Price) = (CUM + (M x R))/(1+M)

M = Entitlement per Share

R = Subscription Price

For illustrative purposes, assuming CUM is HK$0.33, M is 0.5, and R is HK$0.19, the TEEP would be calculated as HK$0.2833, resulting in an adjustment factor F of approximately 1.1647. Based on this, (i) an existing exercise price of HK$11.04 would be adjusted to HK$9.4788, and 1,622,072 outstanding Options would be adjusted to 1,889,237 Shares issuable upon full exercise; and (ii) an existing exercise price of HK$17.14 would be adjusted to HK$14.7162, and 3,110,360 outstanding Options would be adjusted to 3,622,655 Shares issuable upon full exercise.

The Company will notify the holders of such unexercised Options and the Shareholders by way of announcement (as and when appropriate) regarding adjustments to be made, if any, pursuant to the terms of the Share Option Schemes and such adjustment will be certified by an independent financial adviser or auditors of the Company (as the case may be).

Details of the outstanding Options as at the Latest Practicable Date are set out below:

| **Name** | **Title** | **Exercise price per Share (HK$)** | **Date of grant** | **Vesting period** | **Exercise period** | **Number of outstanding Options as at the Latest Practicable Date** |
|---|---|---|---|---|---|---|
| Mr. Lin Junwei | Executive Director | 11.04 | 28 September 2021 | Vested on 28 September 2022 and 28 March 2023 | 155,518 Options from 28 September 2022 to 27 September 2031; and 155,518 Options from 28 March 2023 to 27 September 2031 | 311,036 |
| Ms. Li Tingting | Executive Director | 11.04 | 28 September 2021 | Vested on 28 September 2022 and 28 March 2023 | 500,000 Options from 28 September 2022 to 27 September 2031; and 500,000 Options from 28 March 2023 to 27 September 2031 | 1,000,000 |

| Name | Title | Exercise price per Share (HK$) | Date of grant | Vesting period | Exercise period | Number of outstanding Options as at the Latest Practicable Date |
|---|---|---|---|---|---|---|
| Mr. Yeung Tong Seng Terry | Executive Director | 17.14 | 18 January 2022 | Vested on 28 September 2022 and 28 March 2023 | 1,555,180 Options from 28 September 2022 to 27 September 2031; and 1,555,180 Options from 28 March 2023 to 27 September 2031 | 3,110,360 |
| Mr. Luk Wai Keung | Senior management | 11.04 | 28 September 2021 | Vested on 28 September 2022 and 28 March 2023 | 155,518 Options from 28 September 2022 to 27 September 2031; and 155,518 Options from 28 March 2023 to 27 September 2031 | 311,036 |
| | | | | | **TOTAL:** | **4,732,432** |

Save as disclosed, as at the Latest Practicable Date, the Company had no outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into or confer any right to subscribe for Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

## FUND RAISING ACTIVITIES BY THE COMPANY DURING THE PAST 12 MONTHS

Save as disclosed below, the Company did not raise any funds by issue of equity securities during the 12 months immediately preceding the Latest Practicable Date:

| Date of announcement | Event | Net proceeds raised (approximately) | Proposed use of proceeds | Actual use of proceeds as at the Latest Practicable Date |
|---|---|---|---|---|
| 2 October 2025 | Placing of 74,648,500 new Shares under the general mandate granted to the Directors by a resolution of the Shareholders passed at the annual general meeting of the Company held on 27 June 2025 | HK$62.35 million | (i) Approximately HK$30.35 million for supporting its existing businesses including its online game business and cryptocurrency business with direct and/or indirect investment in the development of AI technologies; (ii) approximately HK$22.00 million for a potential direct or indirect financial investment in an identified AI solution and service provider in the biotechnology and healthcare sector; and (iii) approximately HK$10.00 million for the general working capital of the Group | (i) Approximately HK$17.11 million for supporting its existing businesses including its online game business and cryptocurrency business with direct and or indirect investment in the development of AI technologies; (ii) approximately HK$15.00 million for a potential direct or indirect financial investment in an identified AI solution and service provider in the biotechnology and healthcare sector and (iii) approximately HK$10.00 million for the general working capital of the Group, all as intended. The unutilised balances are expected to be fully utilised by (i) end of August 2026; and (ii) end of November 2026, respectively. |

## CHANGE IN BOARD LOT SIZE

With effect from 9:00 a.m. on Wednesday, 15 July 2026 and as at the Latest Practicable Date, the Shares are traded on the Stock Exchange in the board lot size of 5,000 Shares.

Prior to 2 July 2026, the "Guide on trading Arrangements for Selected Types of Corporate Actions" stipulated that the value of each board lot shall be no less than HK$2,000. Under the enhanced board lot framework effective 2 July 2026, issuers of equity securities are required to comply with the board lot value floor guidance of HK$1,000. As at the Last Trading Day, based on the closing price per Share of HK$0.446, the market value of each previous board lot of 500

Shares is HK$223, which was below the then HK$2,000 threshold and the current HK$1,000 threshold, and the market value of each existing board lot of 5,000 Shares is HK$2,230. In order to increase the value of each board lot of the Shares in compliance with the trading requirements under the Listing Rules, as well as to reduce transaction and registration costs incurred by the Shareholders and investors of the Company, the board lot size of the Shares for trading on the Stock Exchange has been changed from 500 Shares to 5,000 Shares with effect from 9:00 a.m. on Wednesday, 15 July 2026. The Company considers that the change in board lot size can maintain the trading amount of each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company and is in the interests of the Company and its Shareholders as a whole.

The dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the board lots of 5,000 Rights Shares. Based on the theoretical ex-rights price of approximately HK$0.543 per Share, the market value of each board lot of 500 Shares is approximately HK$271.50 and the estimated market value of each board lot of HK$5,000 Shares is approximately HK$2,715.

As at the Latest Practicable Date, save as the Rights Issue and the Placing, the Company has no intention to carry out other corporate actions in the next twelve months which may have the effect of undermining or negating the intended purpose of the change in board lot size and the Company does not have any intention to conduct other fund-raising activities in the next twelve months. However, the Board cannot rule out the possibility that the Company will conduct any other debt and/or equity fund raising exercises when suitable fund-raising opportunities arise in order to support the operations and future development of the Group. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

**LISTING RULES IMPLICATIONS**

As the Rights Issue will not increase either the total number of issued Shares or the market capitalisation of the Company by more than 50%, and the Rights Issue is not underwritten by a Director, chief executive or substantial shareholder of the Company (or any of their respective close associates), the Rights Issue is not subject to the approval of minority Shareholders in general meeting pursuant to Rule 7.19A(1) of the Listing Rules.

The Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the Latest Practicable Date, 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 within such 12-month period. The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own.

## TAXATION

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Overseas Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

## FURTHER INFORMATION

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

Yours faithfully,
For and on behalf of the Board
**Imperium Technology Group Limited**
**Lin Junwei**
*Executive Director*

## 1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

The audited financial information of the Company is disclosed in the annual reports of the Company for the years ended 31 December 2023 (pages 100 to 248) and 2024 (pages 97 to 240), which are published on 1 May 2024 and 24 April 2025, respectively, and the annual results announcement for the fifteen months ended 31 March 2026 (pages 2 to 18), which is published on 29 June 2026. The abovementioned financial information is available on the website of the Company at www.776.hk and the website of the Stock Exchange at www.hkexnews.hk:

(a) the annual results announcement of the Company for the fifteen months ended 31 March 2026 in relation to the financial information of the Group for the same period (**www1.hkexnews.hk/listedco/listconews/sehk/2026/0629/2026062902435.pdf**);

(b) the annual report of the Company for the year ended 31 December 2024 in relation to the financial information of the Group for the same year (**www1.hkexnews.hk/listedco/listconews/sehk/2025/0424/2025042401086.pdf**); and

(c) the annual report of the Company for the year ended 31 December 2023 in relation to the financial information of the Group for the same year (**www1.hkexnews.hk/listedco/listconews/sehk/2024/0501/2024050100060.pdf**).

## 2. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 May 2026, being the latest practicable date for the purpose of ascertaining information contained in this statement of indebtedness prior to the printing of this prospectus, the details of the Group's indebtedness are as follows:

### Borrowings

As at the close of business on 31 May 2026, the Group had outstanding borrowings of approximately HK$187,597,000, comprising unsecured borrowings from a third party of approximately HK$1,239,000 and related companies of approximately HK$186,358,000. The borrowings are unguaranteed.

### Lease liabilities

As at the close of business on 31 May 2026, the Group had lease liabilities of approximately HK$5,019,000 related to payable by the Group for certain of its office premise.

Save as aforesaid and apart from intra-group liabilities, the Group did not, as at 31 May 2026, have any material outstanding (i) debt securities, whether issued and outstanding, authorised or otherwise created but unissued, or term loans, whether guaranteed, unguaranteed, secured (whether the security is provided by the Group or by third parties) or unsecured; (ii) other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, whether guaranteed, unguaranteed, secured or unsecured; (iii) mortgage or charges; or (iv) guarantees or other contingent liabilities.

## 3. SUFFICIENCY OF WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, taking into account the financial resources available to the Group and the estimated net proceeds from the Rights Issue (assuming that all Rights Shares to be issued under the Rights Issue have been taken up in full), the Group will have sufficient working capital for its present requirements, that is for at least the next 12 months from the date of publication of this prospectus.

## 4. MATERIAL ADVERSE CHANGES

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 March 2026, being the date to which the latest published audited consolidated financial statements of the Group were up made.

## 5. BUSINESS REVIEW AND FINANCIAL AND TRADING PROSPECTS

The Group is principally engaged in (i) marketing and operation of mobile games and computer games (ii) provision of cloud computing and data storage solutions to customers; and (iii) participating in esports competitions, streaming and marketing events and merchandise sales exports.

For the fifteen months ended 31 March 2026, the Group recorded a net loss of approximately HK$63,921,000 as compared to that for twelve months ended 31 December 2024 of approximately HK$43,195,000. The increases in loss are mainly attributed to (i) the increase in finance costs; (ii) the increase in the impairment loss in cryptocurrencies and cryptocurrency deposit and receivables; and (iii) the increase in corporate overhead expenses.

The Group expects the business environment continues to be challenging and competitive. Despite the challenges ahead, the Group is optimistic in the long term and believes opportunities exist in the online game and esports market. For online game business, the Group continues to identify new games in the market for publishing. Also, the Group is developing marketing plans to retain customers and working with the game developer to modernize the title of existing games. For esports business, the Group will continue to enhance the performance of the teams in the three core leagues participated by the company and monitor the popularity of newly released game titles to assess the likelihood of the establishment of sizeable leagues by the organizers with a view of identifying new growth opportunities. The objective is to diversify the sources of income and in the medium terms, establish NV as a prominent esports club in China. Furthermore, AI technologies have taken an increasingly prominent role in online game and digital development. The Group will continue to leverage its expertise in blockchain technology, AI, and Web3.0 to explore new business opportunities and diversify its revenue streams.

Beside the development of exiting of business, the Board may also consider the other potential investment opportunities to diversify its business scope and broaden the sources of income of the Group.

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

The following is an illustrative unaudited pro forma statement of adjusted consolidated net tangible liabilities of the Group attributable to the owners of the Company which has been prepared by the directors of the Company in accordance with paragraph 4.29 of the Listing Rules and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" as issued by the Hong Kong Institute of Certified Public Accountants to illustrate the effect of the Rights Issue on the consolidated net tangible liabilities of the Group attributable to owners of the Company, as if the Rights Issue had taken place on 31 March 2026.

The statement of unaudited pro forma statement of adjusted consolidated net tangible liabilities of the Group attributable to the owners of the Company has been prepared for illustrative purposes only based on the judgements and assumptions of the directors of the Company and because of its hypothetical nature, it may not give a true picture of the consolidated financial position of the Group following the Rights Issue been completed as at 31 March 2026 or at any future dates. It is prepared based on the audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 March 2026, which is extracted from the published annual results announcement of the Company for the fifteen months ended 31 March 2026, and adjusted as described below.

| | Audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 March 2026 | Estimated net proceeds from the Rights Issue | Unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 March 2026 immediately after the completion of the Rights Issue | Audited consolidated net tangible liabilities of the Group attributable to owners of the Company per ordinary share as at 31 March 2026 before the completion of the Rights Issue | Unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company per ordinary share as at 31 March 2026 immediately after the completion of the Rights Issue |
|---|---|---|---|---|---|
| | *HK$'000* | *HK$'000* | *HK$'000* | *HK$* | *HK$* |
| | *(note 1)* | *(note 2)* | | *(note 3)* | *(note 4)* |
| Based on 223,945,850 Rights Shares to be issued at the Subscription Price of HK$0.19 per Rights Share | (131,988) | 41,090 | (90,898) | (0.29) | (0.14) |

*Notes:*

(1) The audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 March 2026 is extracted from the published annual results announcement of the Company for the fifteen months ended 31 March 2026, which is based on the audited consolidated net liabilities of the Group attributable to owners of the Company as at 31 March 2026 of approximately HK$131,094,000 after deducting intangible assets as at 31 March 2026 of approximately HK$894,000.

(2) The estimated net proceeds from the Rights Issue of approximately HK$41,090,000 are based on 223,945,850 Rights Shares (assuming the Rights Issue is subscribed in full) to be issued at the Subscription Price of HK$0.19 per Rights Share, after deduction of estimated related expenses payable by the Company amounting to HK$1,460,000.

(3) The audited consolidated net tangible liabilities of the Group attributable to owners of the Company per share as at 31 March 2026 before completion of the Rights Issue is calculated based on the audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 March 2026 of approximately HK$131,988,000 divided by 447,891,700 ordinary shares.

(4) The unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company per share as at 31 March 2026 immediately after the completion of the Rights Issue is calculated based on the unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company immediately after the completion of the Rights Issue of approximately HK$90,898,000 divided by 671,837,550 ordinary shares which represents 447,891,700 ordinary shares and 223,945,850 Rights Shares, assuming the Rights Issue had been completed on 31 March 2026.

(5) Save as disclosed above, no adjustment has been made to the unaudited pro forma statement of adjusted consolidated net tangible liabilities of the Group to reflect any trading results or other transactions of the Group entered into subsequent to 31 March 2026.

## (B) INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

*The following is the text of a report, prepared for the sole purpose of inclusion in this prospectus, from the independent reporting accountant, Prism Hong Kong Limited, Certified Public Accountants, Hong Kong.*

To the Board of Directors
**Imperium Technology Group Limited**

Room 02, 26/F., One Harbour Square,
No. 181 Hoi Bun Road,
Kwun Tong, Kowloon, Hong Kong

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information (the "**Unaudited Pro Forma Financial Information**") of Imperium Technology Group Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The Unaudited Pro Forma Financial Information consists of the unaudited pro forma statement of adjusted consolidated net tangible liabilities of the Group as at 31 March 2026 and related notes as set out on pages II-1 to II-2 of Appendix Il to the prospectus dated 29 July 2026 (the "**Prospectus**").The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages II-3 to II-6 of Appendix Il to the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed rights issue on the basis of two rights shares for every one share held on the record date at the subscription price of HK$0.19 per rights share (the "**Rights Issue**") on the Group's financial position as at 31 March 2026 as if the Rights Issue had taken place as at 31 March 2026. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's audited consolidated financial statements for the fifteen months ended 31 March 2026, on which an annual results announcement has been published.

**Directors' Responsibilities for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 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 which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountant's Responsibilities**

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

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountant plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the 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 the Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Rights Issue 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 accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

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

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

**Opinion**

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;

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

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29 (1) of the Listing Rules.

**Prism Hong Kong Limited**
*Certified Public Accountants*

**Chin Wang Leung**
Practising Certificate Number: P07806
Hong Kong

## 1. RESPONSIBILITY STATEMENT

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

## 2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Rights Issue (assuming all Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full) were/will be as follows:

### (i) As at the Latest Practicable Date

| | Number of Shares |
|---|---|
| *Issued and fully paid:* | |
| Ordinary Shares | 447,891,700 |

### (ii) Immediately following the completion of the Rights Issue (assuming full acceptance of Rights Shares by all Qualifying Shareholders or all Unsubscribed Rights Shares have been placed by the Placing Agent)

| | Number of Shares |
|---|---|
| *Issued and fully paid:* | |
| Ordinary Shares | 447,891,700 |
| Rights Shares to be issued pursuant to the Rights Issue | 223,945,850 |
| Shares in issue immediately after completion of the Rights Issue | 671,837,550 |

All the issued Shares are fully paid and rank *pari passu* with each other in all respects including the rights as to voting, dividends and return of capital. The Rights Shares to be allotted and issued will, when issued and fully paid, rank *pari passu* in all respects with the existing Shares in issue on the date of allotment of the Rights Shares in fully-paid form.

The Company has applied to the Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. No part of the share capital of the Company is listed or dealt in or on which listing or permission to deal in is being or is proposed to be sought on any other stock exchange.

As at the Latest Practicable Date, there are 447,891,700 Shares in issue and outstanding Options in respect of 4,732,432 Shares. The respective exercise prices of the outstanding Options are set out below:

| Exercise price (HK$ per Share) | Number of outstanding Options |
|---|---|
| 17.14 | 3,110,360 |
| 11.04 | 1,622,072 |

All Options were granted under the 2018 Share Option Scheme and are vested and exercisable. No Options have been granted under the 2025 Share Option Scheme and the Company does not intend to grant any Options on or before the Record Date.

Save as disclosed, as at the Latest Practicable Date, the Company had no outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into or confer any right to subscribe for Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date. As of the Latest Practicable Date, none of the capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option. Furthermore, as at the Latest Practicable Date, there were no arrangements under which future dividends are waived or agreed to be waived.

## 3. DISCLOSURE OF INTERESTS

### (a) Director's and chief executive's interests and short positions in the securities of the Company or its associated corporations

As at the Latest Practicable Date, the interests or short positions of each of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of SFO); (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

***Long position in the Shares of the Company***

| Name of Director | Capacity | Number of Shares held/interested[(1)] | Approximate percentage of the issued share capital of the Company |
|---|---|---|---|
| Mr. Yeung Tong Seng Terry | Interest of controlled corporation | 1,900,000 (L)[(2)] | 0.42% |

*Notes:*

(1) The letter "L" denotes long positions of the Shares.

(2) These represent the shares held by Bluemount Investment Fund SPC, which is wholly-owned by Mr. Yeung Tong Seng Terry.

Save as disclosed above, none of the Directors or chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations as at the Latest Practicable Date.

***Options to subscribe for Shares***

Particulars of the Directors' interests in Options to subscribe for Shares pursuant to the 2018 Share Option Scheme were as follows:

| Name of Director | Date of grant | Exercise period | Exercise price per Share (HK$) | Number of outstanding Options as at the Latest Practicable Date |
|---|---|---|---|---|
| Mr. Lin Junwei | 28 September 2021 | 155,518 Options from 28 September 2022 to 27 September 2031; and 155,518 Options from 28 March 2023 to 27 September 2031 | 11.04 | 311,036 |
| Ms. Li Tingting | 28 September 2021 | 500,000 Options from 28 September 2022 to 27 September 2031; and 500,000 Options from 28 March 2023 to 27 September 2031 | 11.04 | 1,000,000 |
| Mr. Yeung Tong Seng Terry | 18 January 2022 | 1,555,180 Options from 28 September 2022 to 27 September 2031; and 1,555,180 Options from 28 March 2023 to 27 September 2031 | 17.14 | 3,110,360 |
| | | | | 4,421,396 |

**(b) Substantial Shareholders' and other persons' interests or short position in the securities of the Company and its associated corporations**

As at the Latest Practicable Date, so far as known to the Directors, the following parties (not being the Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the Shares, underlying shares or debentures of the Company (i) which would fall to be disclosed to the Company and the Stock Exchange under provisions of Divisions 2 and 3 of Part XV of the SFO or, who is expected, directly or indirectly, to be interested in 10% or more of the issued voting shares of any other member of the Group; or (ii) which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein:

***Long position in the Shares and underlying shares of the Company:***

| Name of Shareholder | Nature of interest | Position | No. of Shares interested | Approximate percentage of the issued share capital of the Company |
|---|---|---|---|---|
| Artus Capital Limited (*Note*) | Beneficial owner | Long | 72,888,488 | 16.27% |

*Note:* Artus Capital Limited is wholly owned by Mr. Kelvin Boon Kian Chng.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware that there is any other party (other than the Directors or chief executives of the Company) who had, or was deemed to have, an interest or short position in the Shares, underlying shares or debentures of the Company (i) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is expected, directly or indirectly, to be interested in 10 per cent. or more of the issued voting shares of any other member of the Group; or (ii) which were required, pursuant to section 336 of the SFO, to be entered in the register refer to therein.

## 4. DIRECTORS' SERVICE CONTRACTS

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

## 5. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been or are proposed to be acquired, disposed of by or leased to, any member of the Group, since 31 March 2026, being the date to which the latest published audited financial statements of the Group were made up).

## 6. DIRECTORS' INTEREST IN CONTRACT OR ARRANGEMENT

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

## 7. COMPETING INTERESTS

Mr. Lin Junwei ("**Mr. Lin**"), an executive Director, is a director of Imperium Financial Group Limited, which engages in money lending business through its subsidiary, Imperium International Credit Limited ("**IICL**"), a company incorporated in Hong Kong and a licensed money lender, which competes, or may compete, either directly or indirectly, with the business of the Group, as the Group also engages in money lending business through its wholly-owned subsidiary, Best Gold Corporation Limited.

The Board considers that, having considered the facts that:

(i) Mr. Lin is fully aware of his fiduciary duty to the Group and he will abstain from voting on any matter when there is or may be a conflict of interest;

(ii) the Group is capable of, and does carry on its business independently of, and on an arm's length basis with the competing business of IICL;

(iii) an executive committee will be formed to ensure business opportunities and the performance of Best Gold Corporation Limited will be independently assessed and reviewed from time to time;

(iv) Mr. Lin will abstain from voting on any matter where there is or may be a conflict of interest in accordance with the requirements of the articles of association of the Company; and

(v) Mr. Lin will allow Best Gold Corporation Limited to remain as an independent operating entity with its own management team and distribution network and will not involve in its daily management.

Since (i) all the major and important corporate actions of the Company are and will be fully deliberated and determined by the Board; and (ii) any director(s) who is/are or deemed to be interested in any proposed transaction(s) will have his/their interest fully disclosed and will abstain from voting at the relevant resolution(s) in accordance with the applicable requirements of the articles of association of the Company, the Board is of the view that each of the relevant directors does not, by himself or in an individual capacity, competes with the Company and/or the business of the Group. The Group's interest is adequately safeguarded.

As at the Latest Practicable Date, save as disclosed above, none of the Directors, controlling shareholders of the Company or their respective close associates had any interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group.

## 8. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration or claims which would materially or adversely affect the operations of the Company and no litigation, arbitration or claim which would materially or adversely affect the operations of the Company was known to the Directors to be pending or threatened by or against any member of the Group.

## 9. EXPERT AND CONSENT

The following are the qualification of the expert who has given opinion or advice which are contained in this prospectus:

| **Name** | **Qualification** |
| --- | --- |
| Prism Hong Kong Limited | Certified Public Accountants |

As at the Latest Practicable Date, the above expert has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion herein of its letter, report and/or references to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, the above expert did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the above expert did not have any direct or indirect interests in any assets which have been, since 31 March 2026 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to, any member of the Group, or which are proposed to be acquired or disposed of by or leased to, any member of the Group.

## 10. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by the Company or any of its subsidiaries within the two years immediately preceding the date of the Announcement and up to the Latest Practicable Date:

(a) the placing agreement dated 2 October 2024 and entered into between the Company and Yuen Meta (International) Securities Limited as placing agent, pursuant to which the placing agent has conditionally agreed to place, on a best effort basis, up to 62,207,200 placing shares to not less than six (6) independent placees at the placing price of HK$1.79 per placing share;

(b) the acquisition agreement dated 21 November 2024 and entered into between Prime Century Ventures Limited, a wholly owned subsidiary of the Company, as the purchaser and an Independent Third Party as the vendor, pursuant to which Prime Century Ventures Limited has acquired 51% of the entire issued share capital of Smart System Limited at a consideration of RMB1,000,000;

(c) the placing agreement dated 2 October 2025 and entered into between the Company and Fortune (HK) Securities Limited as placing agent, pursuant to which the placing agent has conditionally agreed to place, on a best effort basis, up to 74,648,500 placing shares to not less than six (6) independent placees at the placing price of HK$0.845 per placing share;

(d) the acquisition agreement dated 31 March 2026 and entered into between Imperium Cloud Computing Digital Technology Company Limited, a wholly owned subsidiary of the Company, as the purchaser and an Independent Third Party as the vendor, pursuant to which Imperium Cloud Computing Digital Technology Company Limited acquired 30% of the entire issued share capital of VividVerse Capital Limited at a consideration of HK$15,000,000; and

(e) the Placing Agreement.

## 11. EXPENSES

The expenses in connection with the Rights Issue, including printing, registration, translation, legal and accountancy fees are estimated to be approximately HK$2.0 million, which are payable by the Company.

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

| | |
|---|---|
| **Registered Office** | Cricket Square, Hutchins Drive<br>P.O. Box 2681<br>Grand Cayman KY1-1111<br>Cayman Islands |
| **Head office and principal place of business in Hong Kong** | Room 02, 26/F, One Harbour Square<br>No. 181 Hoi Bun Road, Kwun Tong<br>Kowloon<br>Hong Kong |
| **Authorised representatives** | Mr. Lin Junwei<br>Mr. Ip Ka Ki |
| **Company secretary** | Mr. Ip Ka Ki |
| **Legal adviser to the Company** | *As to Hong Kong laws:*<br>CLKW Lawyers LLP<br>1901A, 1902 & 1902A<br>19/F, New World Tower I<br>16–18 Queen's Road Central<br>Central, Hong Kong |
| **Independent reporting accountant** | Prism Hong Kong Limited<br>Units 1903–1905, 19/F<br>8 Observatory Road<br>Tsim Sha Tsui, Hong Kong |

| | |
|---|---|
| **Cayman Islands principal share registrar and transfer office** | Maples Fund Services (Cayman) Limited<br>P.O. Box 1093, Boundary Hall, Cricket Square Grand Cayman, KY1-1102<br>Cayman Islands |
| **Hong Kong branch share registrar and transfer office** | Tricor Investor Services Limited<br>17/F, Far East Finance Centre<br>16 Harcourt Road<br>Hong Kong |
| **Principal bankers** | <u>In Hong Kong</u><br>Dah Sing Bank Limited<br>The Hongkong and Shanghai Banking Corporation Limited<br><br><u>In the PRC</u><br>Bank of China |
| **Placing agent** | Advent Securities (Hong Kong) Limited<br>Unit A–C, 11/F, Kee Shing Centre<br>74–76 Kimberley Road, Kowloon<br>Hong Kong |

## 13. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

### (i) Name and address

| **Name** | **Correspondence address** |
|---|---|
| **Executive Directors** | |
| Mr. Lin Junwei | Room 02, 26/F<br>One Harbour Square<br>No. 181 Hoi Bun Road<br>Kwun Tong, Kowloon<br>Hong Kong |

| **Name** | **Correspondence address** |
|---|---|
| Mr. Yeung Tong Seng Terry | Room 02, 26/F<br>One Harbour Square<br>No. 181 Hoi Bun Road<br>Kwun Tong, Kowloon<br>Hong Kong |
| Ms. Li Tingting | Room 02, 26/F<br>One Harbour Square<br>No. 181 Hoi Bun Road<br>Kwun Tong, Kowloon<br>Hong Kong |
| **Independent non-executive Directors** | |
| Mr. Fung Tze Wa | Room 02, 26/F<br>One Harbour Square<br>No. 181 Hoi Bun Road<br>Kwun Tong, Kowloon<br>Hong Kong |
| Mr. Hui Ka Lung | Room 02, 26/F<br>One Harbour Square<br>No. 181 Hoi Bun Road<br>Kwun Tong, Kowloon<br>Hong Kong |
| **Senior management** | |
| Mr. Ip Ka Ki | Room 02, 26/F<br>One Harbour Square<br>No. 181 Hoi Bun Road<br>Kwun Tong, Kowloon<br>Hong Kong |

**(ii) Profiles of Directors and senior management**

***Executive Directors***

Mr. Lin Junwei, aged 31, has been an executive Director since April 2021, and a member of the nomination committee (the "**Nomination Committee**") and the remuneration committee (the "**Remuneration Committee**") of the Board since March 2023. Mr. Lin obtained a Bachelor of Science Degree in Accounting and Finance from the University of East Anglia in July 2018. Mr. Lin is currently the chief financial officer of Imperium Green Power Limited and his primary responsibilities includes the planning, implementation, managing and running of all the finance activities, including business planning, budgeting, forecasting and negotiations. Mr. Lin was an executive director of Times Universal Group Holdings Limited (stock code: 2310), a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on the Stock Exchange of Hong Kong Limited from 10 October 2019 to 10 June 2022. Since 2 January 2026, Mr. Lin was an executive director of Imperium Financial Group Limited (stock code: 8029), a company incorporated in Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange.

Mr. Yeung Tong Seng Terry, aged 35, has been an executive Director since January 2022. Mr. Yeung holds a bachelor's degree in Science (Business and Management Studies) from University of Sussex, England. Mr. Yeung has been investing in blockchain company since 2018. He has also been consulting different blockchain projects for past few years and assisting traditional companies to complete their digital transformation.

Ms. Li Tingting, aged 46, has been an executive Director since December 2024, and a member of the Nomination Committee since November 2025. Ms. Li holds a master of business administration from the City University of Hong Kong from February 2024. Ms. Li has extensive experience in the online games industry. Ms. Li has been serving as the chief executive officer of Wanhui Suzhou Digital Technology Company Limited (萬輝蘇州數碼科技有限公司), an indirect wholly-owned subsidiary of the Company, since September 2020, and has led the Company's esports team, NOVA Esports, to win numerous international esports awards. Prior to joining the Group, Ms. Li was employed by Beijing Changyou Space-Time Software Technology Company Limited Fuzhou Branch (北京暢遊時空軟體技術有限公司福州分公司), a company principally engaged in the operation of online games platform and publishing of online games business, from July 2003 to March 2014 with her last position as the general manager of the sales department. She served as the vice president of Guangzhou Okidea Marketing Planning Company Limited (廣州奧奇智慧行銷策劃有限公司) from May 2014 to July 2016 and was mainly responsible for the online game advertising agency business and media relations. She has been serving as the chief operating officer of Fujian Tianshang Network Technology Company Limited (福建天尚網絡科技有限公司) since July 2016 and is mainly responsible for media operations and advertising for virtual reality games. In July 2017, she founded the esports team, YQL Esports Club (YQL電競俱樂部).

***Independent non-executive Directors***

Mr. Fung Tze Wa, aged 69, has been an independent non-executive Director, a member of the Nomination Committee and the Remuneration Committee, and the chairman of the audit committee of the Board (the "**Audit Committee**") since October 2012. He is a certified public accountant and a director of an accounting firm in Hong Kong. Mr. Fung has various years of experience in auditing, taxation and company secretarial practice in Hong Kong. He obtained a master degree in professional accounting from the Hong Kong Polytechnic University in November 2000. He is a member of the HKICPA, the Taxation Institute of Hong Kong and the Society of Chinese Accountants and Auditors. From April 2004, to September 2020, he had also been appointed as the independent non-executive director of Citychamp Watch & Jewellery Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 0256). From January 2017 to September 2021, he was an independent non-executive director of Freeman Fintech Corporation Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 279). Since August 2022, he was an independent non-executive director of Shimao Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 813).

Mr. Hui Ka Lung, aged 31, has been an independent non-executive Director since December 2023, a member of the Audit Committee and the Remuneration Committee, and the chairman of Nomination Committee since 2025. Mr. Hui obtained a degree of bachelor of science from University of East Anglia, Norwich, the United Kingdom, in July 2016. He has been working as a senior business manager in Television Broadcasts Limited, a company listed on the Main Board of the Stock Exchange (stock code: 511), where he is responsible for market research and analysis and devising marketing plan for clients, since February 2020. From November 2016 to June 2019, he worked as a key account manager in Hyperion International Group Limited.

***Senior management***

Mr. Ip Ka Ki, aged 46, is the company secretary of the Company since 3 July 2026 and a member of the Association of Chartered Certified Accountants and The Hong Kong Chartered Governance Institute. He holds a Bachelor's Degree in Business Administration. Mr. Ip has over

10 years of experience in auditing, finance and accounting. He joined the Company in October 2011 as an assistant financial controller and acted as the company secretary of the Company from 31 October 2012 to 28 November 2025.

## 14. LEGAL AND 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 thereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.

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

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

## 16. MISCELLANEOUS

(i) The company secretary of the Company is Mr. Ip Ka Ki.

(ii) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.

(iii) As at the Latest Practicable Date, the Company has no significant exposure to foreign exchange liabilities.

(iv) As at the Latest Practicable Date, save as disclosed elsewhere in this prospectus, there was no material contract for the hire or hire purchase of plant to or by any member of the Group for a period of over a year which is substantial in relation to the Group's business.

(v) The English text of the Prospectus Documents shall prevail over the respective Chinese text in the case of inconsistency.

## 17. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and on the website of the Company (www.776.hk) for a period of 14 days from the date of this prospectus:

(a) the material contracts disclosed in the paragraph headed "10. Material contracts" in this appendix;

(b) the letter from the Board, the text of which is set out on pages 12 to 48 of this prospectus;

(c) the report from the accountant on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this prospectus; and

(d) the written consent of the expert as referred to in the paragraph headed "9. Expert and consent" in this appendix.