THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in MULTIFIELD INTERNATIONAL HOLDINGS LIMITED, you should at once hand this circular to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

Multifield

MULTIFIELD INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 898)

POSSIBLE MAJOR TRANSACTION

MANDATE FOR DISPOSAL OF LISTED SECURITIES

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

A letter from the Board is set out on pages 4 to 15 of this circular.

The Company has obtained written Shareholders' approval for the Possible HSBC Disposal(s) and the HSBC Disposal Mandate pursuant to Rule 14.44 of the Listing Rules from a Shareholder who holds more than 50% of the total issued Shares having the right to attend and vote at a general meeting. Accordingly, no Shareholders' meeting will be held to approve the Possible HSBC Disposal(s) and the HSBC Disposal Mandate pursuant to Rule 14.44 of the Listing Rules.

This circular is despatched to the Shareholders for information purpose only.

25 September 2026

CONTENTS

Page

CONTENTS i

DEFINITIONS 1

LETTER FROM THE BOARD 4

APPENDIX I – FINANCIAL INFORMATION OF THE GROUP 16

APPENDIX II – GENERAL INFORMATION 19

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

"Announcement"	the announcement dated 14 August 2026 of the Company in relation to the Possible HSBC Disposal(s) and the HSBC Disposal Mandate;
"associate(s)"	has the meaning ascribed thereto in the Listing Rules;
"Board"	the board of the Directors of the Company;
"Company"	Multifield International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 898);
"Company Secretary"	the company secretary of the Company;
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	director(s) of the Company;
"Ernesto"	Ernesto Investments Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect non-wholly-owned subsidiary of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC;
"HSBC"	HSBC Holdings plc, a public limited company incorporated in England and Wales, whose ordinary shares are listed on the Main Board of the Stock Exchange (stock code: 5), among other exchanges;
"HSBC Disposal Mandate"	the general and conditional mandate granted by Lucky Speculator to the Company on 14 August 2026, authorising and empowering the Board to sell up to all Possible HSBC Disposal Shares during the Mandate Period;
"HSBC Shares"	ordinary shares of US$0.50 each in the share capital of HSBC;

"Independent Third Party(ies)"	an individual or a company who or which is independent of and not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial shareholders of the Company, its subsidiaries or any of their respective associates;
"Investment Committee"	the investment committee of the Group established to (among others) review and assess proposed investments and disposals by the Group;
"Latest Practicable Date"	21 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"LSIL"	Linkful Strategic Investment Limited, a company incorporated in the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company;
"Lucky Speculator"	Lucky Speculator Limited, a company incorporated in the British Virgin Islands with limited liability and the Controlling Shareholder of the Company;
"Mandate Period"	the 12-month period commencing on the date of the written approval granted by Lucky Speculator in respect of the Possible HSBC Disposal(s) and the HSBC Disposal Mandate (i.e. 14 August 2026 to 13 August 2027, both dates inclusive);
"Minimum HSBC Selling Price"	HK$138 per HSBC Share, before transaction costs, being the minimum price at which any Possible HSBC Disposal may be effected;
"Oriental Explorer"	Oriental Explorer Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 430) and a subsidiary of the Company;
"Possible HSBC Disposal(s)"	any on-market disposal(s) of the Possible HSBC Disposal Shares by the Group pursuant to the HSBC Disposal Mandate;
"Possible HSBC Disposal Shares"	up to 2,300,000 HSBC Shares held by the Group and subject to the HSBC Disposal Mandate;

"Previous HSBC Disposal"	the on-market disposal by Ernesto of an aggregate of 1,540,000 HSBC Shares on 3 February 2026 at an average price of approximately HK$138.05 per HSBC Share for an aggregate gross consideration of approximately HK$213 million (excluding transaction costs);
"PRC"	the People's Republic of China;
"RM"	Ringgit Malaysia, the lawful currency of Malaysia;
"RMB"	Renminbi, the lawful currency of PRC;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of par value HK$0.05 each in the share capital of the Company (or such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, from time to time);
"Shareholder(s)"	holder(s) of Share(s) in issue;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"US$"	United States dollar(s), the lawful currency of the United States of America;
"%"	per cent.

For the purpose of this circular, unless otherwise indicated, the exchange rate of RM1.00=HK$1.92 has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at such a rate or any other rates.

MULTIFIELD INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 898)

Executive Directors:
Mr. Lau Chi Yung, Kenneth *(Chairman)*
Mr. Lau Michael Kei Chi
(Vice-Chairman and Managing Director)
Ms. Leung Wei San Saskia

Independent Non-executive Directors:
Mr. Tsui Ka Wah
Mr. Lo Mun Lam, Raymond
Mr. Lo Kam Cheung, Patrick
Mr. Ng Sing Yip

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Principal Place of Business in Hong Kong:
Units 22-28, 25/F
Tower A, Southmark
11 Yip Hing Street
Wong Chuk Hang
Hong Kong

25 September 2026

To the Shareholders

Dear Sir or Madam,

POSSIBLE MAJOR TRANSACTION
MANDATE FOR DISPOSAL OF LISTED SECURITIES

INTRODUCTION

Reference is made to (i) the announcement of the Company dated 3 February 2026 in relation to the Previous HSBC Disposal and (ii) the Announcement. As disclosed in the Announcement, the Board proposed to obtain the HSBC Disposal Mandate in advance to authorise and empower the Board to further dispose of, during the Mandate Period, up to 2,300,000 HSBC Shares out of the aggregate number of HSBC Shares held by the Group as at the date of the Announcement.

The purpose of this circular is to provide you with, among other things, further details of the Possible HSBC Disposal(s) and the HSBC Disposal Mandate and such other information as required under the Listing Rules.

THE POSSIBLE HSBC DISPOSAL(S) AND THE HSBC DISPOSAL MANDATE

Background

During the 12-month period immediately preceding the date of the Announcement, the Group had disposed of an aggregate of 1,540,000 HSBC Shares pursuant to the Previous HSBC Disposal, which constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules. As at the Latest Practicable Date, the Group held an aggregate of 4,202,659 HSBC Shares, representing approximately 0.02% of the total issued share capital of HSBC. The Group had not disposed of any of the Possible HSBC Disposal Shares between the date of the Announcement and the Latest Practicable Date.

The Possible HSBC Disposal(s)

The Group intends to further dispose of, through the open market and subject to prevailing market conditions, up to all of the Possible HSBC Disposal Shares (comprising 2,300,000 HSBC Shares out of the aggregate number of HSBC Shares held by the Group as at the date of the Announcement), representing approximately 0.01% of the total issued share capital of HSBC as at the date of the Announcement.

The audited carrying amount of the Possible HSBC Disposal Shares as at 31 December 2025 and their unaudited carrying amount as at 30 June 2026 were approximately HK$282 million and HK$340 million, respectively. The Group received dividend income of approximately HK$15 million and HK$12 million in respect of the Possible HSBC Disposal Shares for the financial years ended 31 December 2024 and 2025, respectively.

As disclosed in the Announcement, the Possible HSBC Disposal(s) are expected to be effected by either or both of: (i) LSIL, a direct wholly-owned subsidiary of the Company which holds 3,040,374 HSBC Shares as at the Latest Practicable Date; and (ii) Ernesto, an indirect non-wholly-owned subsidiary of the Company which holds 1,162,285 HSBC Shares as at the Latest Practicable Date. **Notwithstanding the foregoing, the Board resolved and confirms that all Possible HSBC Disposals pursuant to the HSBC Disposal Mandate will be effected solely by LSIL. Ernesto will not effect any Possible HSBC Disposal, and the 1,162,285 HSBC Shares held by Ernesto will not form part of the Possible HSBC Disposal Shares or otherwise be subject to the HSBC Disposal Mandate.**

Assuming that all Possible HSBC Disposal Shares are disposed of during the Mandate Period, the Group will continue to hold an aggregate of 1,902,659 HSBC Shares immediately following completion of such disposals, representing approximately 0.01% of the total issued share capital of HSBC.

The actual consideration for each Possible HSBC Disposal will be determined by reference to the prevailing market price of the HSBC Shares at the date and time of the relevant disposal and is expected to be settled in cash in accordance with the customary settlement procedures applicable to on-market trades conducted through the Stock Exchange.

As the Possible HSBC Disposal(s) will be conducted through the open market during the Mandate Period, the Company will not know the identities of the purchasers at the time of the relevant disposals. It is expected that the purchaser(s) of the Possible HSBC Disposal Shares will be Independent Third Party(ies).

Details of the HSBC Disposal Mandate

1. Mandate Period

The HSBC Disposal Mandate will remain valid during the Mandate Period, being the period of 12 months commencing on the date of the written approval granted by Lucky Speculator in respect of the Possible HSBC Disposal(s) and the HSBC Disposal Mandate (i.e. 14 August 2026 to 13 August 2027, both dates inclusive). The Directors consider that the Mandate Period provides the Company with sufficient time and flexibility to effect the Possible HSBC Disposal(s) when suitable market opportunities arise.

2. Maximum number of HSBC Shares to be disposed of

The HSBC Disposal Mandate shall authorise and empower the Board to dispose of up to all Possible HSBC Disposal Shares (comprising 2,300,000 HSBC Shares out of the aggregate number of HSBC Shares held by the Group as at the date of the Announcement), representing approximately 0.01% of the total issued share capital of HSBC.

3. Scope of Authority

The Board shall be authorised and empowered, in its absolute discretion, to determine, decide, execute and implement all matters relating to each Possible HSBC Disposal, including, without limitation: (i) the number of batches in which the Possible HSBC Disposal Shares will be disposed of; (ii) the number of Possible HSBC Disposal Shares to be disposed of in each batch; and (iii) the timing of each Possible HSBC Disposal.

4. Manner of the Possible HSBC Disposal(s)

Each Possible HSBC Disposal shall be conducted on the open market through the trading system of the Stock Exchange and shall be effected only if:

(i) the selling price of the Possible HSBC Disposal Shares under each Possible HSBC Disposal is determined by reference to the prevailing market price of the HSBC Shares at the time of the relevant disposal, provided that such selling price shall not be less than the Minimum HSBC Selling Price of HK$138 per HSBC Share; and

(ii) all applicable percentage ratios under the Listing Rules in respect of the relevant Possible HSBC Disposal, calculated both on a standalone basis and, where applicable, on an aggregated basis with other disposals of HSBC Shares pursuant to Rules 14.22 and 14.23 of the Listing Rules, are below 75%.

5. Compliance

Each Possible HSBC Disposal shall be conditional upon the Company having complied, at or before the time of execution, with all applicable laws and all applicable requirements under the Listing Rules and having completed any consultation with, or made any submission to, the Stock Exchange as may be required. The Group will report on the progress of the Possible HSBC Disposal(s) in the interim and annual reports of the Company in accordance with the Listing Rules.

Under the internal control procedures implemented by the Group in respect of its financial investment activities, the Investment Committee will prepare calculations of all applicable percentage ratios under Rule 14.07 of the Listing Rules before effecting any proposed Possible HSBC Disposal. In preparing the calculations, the Investment Committee will consider, among other things: (i) the proposed maximum selling price per HSBC Share and the proposed maximum number of HSBC Shares to be disposed of pursuant to the relevant Possible HSBC Disposal, for the purpose of assessing the maximum aggregate transaction consideration; (ii) details of all disposals of HSBC Shares effected during the 12-month period immediately preceding the proposed Possible HSBC Disposal, including the number of HSBC Shares disposed of and the relevant consideration, for the purpose of ensuring compliance with the aggregation requirements under Rules 14.22 and 14.23 of the Listing Rules; and (iii) details of all HSBC Shares previously disposed of pursuant to the HSBC Disposal Mandate, for the purpose of ensuring that the aggregate number of HSBC Shares disposed of during the Mandate Period does not exceed the maximum number of Possible HSBC Disposal Shares permitted under the HSBC Disposal Mandate.

The calculations and supporting information will be reviewed by the Company Secretary. If any applicable percentage ratio is or may be 75% or more, or if any other compliance issue is identified, the Company Secretary will return the proposal for the relevant Possible HSBC Disposal to the Investment Committee for reconsideration; a proposed Possible HSBC Disposal will be submitted to the Board for consideration and approval only if no such issue is identified by the Company Secretary.

In determining whether to approve a Possible HSBC Disposal, the Board must be satisfied that: (i) the disposal will be effected at the best price reasonably obtainable by the Group at the relevant time and at a price not lower than the Minimum HSBC Selling Price; (ii) the disposal will not result in the aggregate number of HSBC Shares disposed of pursuant to the HSBC Disposal Mandate during the Mandate Period exceeding 2,300,000; and (iii) the disposal, whether considered on a standalone basis or, where applicable, aggregated with the Previous HSBC Disposal and any other relevant disposal(s) pursuant to Rules 14.22 and 14.23 of the Listing Rules, will not constitute a very substantial disposal of the Company under the Listing Rules.

If any Possible HSBC Disposal constitutes, or is reasonably likely to constitute, a very substantial disposal of the Company, the Company will not proceed with such disposal unless and until it has fully complied with all additional requirements under the Listing Rules, including, where applicable, the publication of an announcement, the despatch of a circular and the obtaining of prior approval from the Shareholders.

If any Possible HSBC Disposal cannot be completed within the Mandate Period or otherwise falls outside the scope of the HSBC Disposal Mandate, the Company will re-comply with all applicable requirements under the Listing Rules and, where required, obtain further approval from the Shareholders before proceeding with such disposal, whether at a general meeting or, where permitted under the Listing Rules, by way of written approval from the Controlling Shareholder(s).

6. The Minimum HSBC Selling Price

The minimum price at which any Possible HSBC Disposal may be effected is HK$138 per HSBC Share. The Minimum HSBC Selling Price was determined after taking into account: (i) the prevailing market price of the HSBC Shares; (ii) the historical trading performance and price volatility of the HSBC Shares during the 12-month period immediately preceding the date of the Announcement; (iii) the duration of the Mandate Period; (iv) the average acquisition cost of the Possible HSBC Disposal Shares; (v) the Group's intention to realise part of its investment in HSBC, enhance its liquidity and reduce its exposure to fluctuations in the market price of the HSBC Shares; and (vi) the need to preserve sufficient flexibility for the Group to effect the Possible HSBC Disposal(s) promptly when suitable market opportunities arise.

During the 12-month period immediately preceding the date of the Announcement, the closing price of the HSBC Shares ranged from HK$98.45 to HK$168.20 per HSBC Share, with an average closing price of approximately HK$128.35 per HSBC Share. The Minimum HSBC Selling Price of HK$138 per HSBC Share represents:

(i) a premium of approximately 106.12% over the average acquisition cost of approximately HK$66.95 per Possible HSBC Disposal Share;

(ii) a discount of approximately 15.34% to the closing price of HK$163 per HSBC Share as quoted on the Stock Exchange on the trading day immediately preceding the date of the Announcement;

(iii) a discount of approximately 14.79% to the average closing price of HK$161.96 per HSBC Share as quoted on the Stock Exchange for the five consecutive trading days immediately preceding the date of the Announcement;

(iv) a premium of approximately 7.52% over the average closing price of HK$128.35 per HSBC Share as quoted on the Stock Exchange during the 12 months immediately preceding the date of the Announcement;

(v) a premium of approximately 40.17% over the lowest closing price of HK$98.45 per HSBC Share as quoted on the Stock Exchange during the 12 months immediately preceding the date of the Announcement;

(vi) a discount of approximately 17.95% to the highest closing price of HK$168.20 per HSBC Share as quoted on the Stock Exchange during the 12 months immediately preceding the date of the Announcement; and

(vii) a premium of approximately 75.52% over the unaudited net asset value of US$10.08 per HSBC Share as at 30 June 2026.

The Minimum HSBC Selling Price represents only the lowest price at which a Possible HSBC Disposal may be effected and is not indicative of the actual selling price of any Possible HSBC Disposal. Each Possible HSBC Disposal will be conducted on the open market at the prevailing market price of the HSBC Shares, and the Company will use its reasonable endeavours to obtain the best price reasonably available at the time of the relevant disposal, subject always to the Minimum HSBC Selling Price and the other conditions of the HSBC Disposal Mandate.

INFORMATION ON HSBC

According to publicly available information, HSBC is a banking and financial services company. Its business segments include Hong Kong, the UK, Corporate and Institutional Banking (CIB), and International Wealth and Premier Banking (IWPB). Its Hong Kong business comprises retail banking and wealth and commercial banking of HSBC Hong Kong and Hang Seng Bank. Its UK business comprises UK retail banking and wealth (including First Direct and M&S Bank) and UK commercial banking, including HSBC Innovation Bank. CIB segment is formed from the integration of its commercial banking business (outside the UK and Hong Kong) with its global banking and markets business. IWPB segment comprises premier banking outside of Hong Kong and the UK, its private bank, and its wealth manufacturing businesses of asset management and insurance. It serves customers worldwide through a network covering 56 countries and territories. Its customers range from personal banking and wealth customers to large corporates, institutions and governments.

The following financial information of HSBC is extracted from its publicly available information.

	For the six months ended 30 June 2026	**For the year ended 31 December**	
		2025	**2024**
	US$ million	**US$ million**	**US$ million**
	(Unaudited)	*(Audited)*	*(Audited)*
Revenue	37,742	68,274	65,854
Profit before taxation	19,522	29,907	32,309
Profit after taxation	15,321	23,131	24,999

		As at	
	30 June 2026	**31 December 2025**	**31 December 2024**
	US$	**US$**	**US$**
	(Unaudited)	*(Audited)*	*(Audited)*
Net asset value	197,081 million	205,666 million	192,273 million
Net asset value per ordinary share	10.08	10.36	9.26

FINANCIAL EFFECT OF THE POSSIBLE HSBC DISPOSAL(S) ON THE GROUP

Upon the disposal of up to all of the Possible HSBC Disposal Shares, the Group's cash and cash equivalents would increase by the amount of the relevant disposal proceeds, while its financial assets at fair value through profit or loss would decrease by the carrying amount of the HSBC Shares disposed of. The Possible HSBC Disposal(s) are not expected to have any material adverse effect on the Group's assets or liabilities. The actual financial effect of the Possible HSBC Disposal(s) will depend on, among other things, the actual selling price of each Possible HSBC Disposal, the carrying amount of the relevant HSBC Shares immediately before the relevant disposal and the related transaction costs.

For illustrative purposes, assuming that all of the Possible HSBC Disposal Shares are disposed of on or before 31 December 2026 at HK$163 per HSBC Share, being the closing price of HSBC Shares on the trading day immediately preceding the date of the Announcement, the Possible HSBC Disposal(s) would have no direct effect on the Group's liabilities and would be expected to have the following effects on the Group for the financial year ending 31 December 2026: (i) recognition of a realised fair value gain of approximately HK$94 million; (ii) increase in cash and cash equivalents of approximately HK$375 million; (iii) decrease in financial assets at fair value through profit or loss of approximately HK$282 million, being the carrying amount of the Possible HSBC Disposal Shares as at 31 December 2025; and (iv) recognition in profit or loss of transaction costs of approximately HK$0.7 million.

As at the Latest Practicable Date, the Group is not aware of any material tax consequences for the Group arising from the Possible HSBC Disposal(s). Upon completion of each relevant Possible HSBC Disposal, no further unrealised mark-to-market fair value gain or loss in respect of those disposed HSBC Shares will be recognised in subsequent financial years.

Save as disclosed above, the Possible HSBC Disposal(s) are not expected to result in an immediate material impact on the earnings, assets and liabilities of the Group.

REASONS FOR AND BENEFITS OF THE POSSIBLE HSBC DISPOSAL(S) AND THE HSBC DISPOSAL MANDATE

The Possible HSBC Disposal(s) and the HSBC Disposal Mandate provide the Group with an opportunity to realise its investment in HSBC.

The Possible HSBC Disposal(s)

Assuming that all Possible HSBC Disposal Shares are disposed of during the Mandate Period at HK$163 per HSBC Share, being the closing price of HSBC Shares on the trading day immediately preceding the date of the Announcement, the Group is expected to receive gross proceeds of approximately HK$375 million before transaction costs. For illustrative purposes, in such a case, the Group is expected to realise an investment return of approximately HK$221 million, calculated as the difference between the gross disposal proceeds before transaction costs and the aggregate acquisition cost of the Possible HSBC Disposal Shares.

Assuming that all Possible HSBC Disposal Shares are disposed of during the Mandate Period at HK$138 per HSBC Share, being the Minimum HSBC Selling Price, the Group is expected to receive gross proceeds of approximately HK$317 million before transaction costs. For illustrative purposes, in such a case, the Group is expected to realise an investment return of approximately HK$163 million, calculated as the difference between the gross disposal proceeds before transaction costs and the aggregate acquisition cost of the Possible HSBC Disposal Shares.

The actual accounting gain or loss to be recognised in respect of the Possible HSBC Disposal(s) for each of the financial years ending 31 December 2026 and 31 December 2027, being the financial years during which the Mandate Period falls, will depend on, among other things, the timing and actual selling price of each Possible HSBC Disposal, the carrying amount of the relevant HSBC Shares immediately before the relevant disposal, and the related transaction costs. As a substantial portion of the cumulative investment return attributable to the Possible HSBC Disposal Shares had already been recognised through profit or loss in prior financial years, the actual accounting gain or loss, if any, arising from the Possible HSBC Disposal(s) may differ significantly from the investment return stated above.

The Directors consider that the Possible HSBC Disposal(s) will provide the Group with an opportunity to realise its investment in the HSBC Shares and enhance its liquidity and financial flexibility. The Group intends to apply the net proceeds from the Possible HSBC Disposal(s) towards the general working capital of the Group and potential investment opportunities as and when suitable opportunities arise.

For illustrative purposes, assuming that all of the Possible HSBC Disposal Shares are disposed of at HK$163 per HSBC Share, being the closing price of the HSBC Shares on the trading day immediately preceding the date of the Announcement, the Group would receive net proceeds of approximately HK$374 million after deducting estimated transaction costs. The Group presently intends to apply the estimated net proceeds as follows:

Intended use	**Approximate amount** *HK$ million*
Development costs of existing property development projects in Malaysia	115
Repayment of an interest-bearing bank borrowing	120
Funding for potential property-related investment opportunities	100
General administrative and operating expenses	39

The above allocation is indicative and is based on the Group's present intentions. The actual allocation of the net proceeds will depend on the number of Possible HSBC Disposal Shares actually disposed of, the actual selling prices, the transaction costs incurred, the timing of the Group's funding requirements, and the availability of suitable investment opportunities, which are expected to be property-related projects in suitable markets. As at the Latest Practicable Date, the Group has not entered into any definitive agreement or legally binding commitment for any such investment and there is no assurance that any such opportunity will materialise.

Subject to the terms and conditions of the HSBC Disposal Mandate, each Possible HSBC Disposal will be conducted on the open market through the trading system of the Stock Exchange at the prevailing market price and at a price not lower than the Minimum HSBC Selling Price. The Directors consider that the terms of the Possible HSBC Disposal(s) are fair and reasonable, are on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

The HSBC Disposal Mandate

Given the volatility of the stock market, the timely disposal of the Possible HSBC Disposal Shares at the best price reasonably obtainable may require prompt action when suitable market opportunities arise. It would therefore be impracticable to seek prior Shareholders' approval or separate written approval from the Controlling Shareholder for each disposal of the Possible HSBC Disposal Shares.

To provide the Group with the flexibility to effect future disposals of HSBC Shares at appropriate times and prices and thereby maximise returns to the Group, the Board proposed to obtain the HSBC Disposal Mandate in advance, authorising and empowering the Board to dispose of up to all of the Possible HSBC Disposal Shares on the open market during the Mandate Period at a selling price not lower than the Minimum HSBC Selling Price.

In determining the proposed duration of the Mandate Period, the Directors have taken into account that the Previous HSBC Disposal was completed within one trading day. The Directors consider that the prompt execution of the Previous HSBC Disposal does not necessarily mean that the Group should be required to dispose of the Possible HSBC Disposal Shares within a similarly compressed period, irrespective of the timing of the Group's funding requirements and the prevailing market price of the HSBC Shares. Nor does it eliminate the need for flexibility as to when circumstances making a further disposal appropriate may arise.

Based on its latest cash-flow forecast, the Group currently intends to meet the funding requirements expected to arise at different times during the Mandate Period for the following purposes, in the amounts and at the indicative times set out below, through the realisation of its financial investments:

Purposes	**September 2026 to November 2026** *HK$ million*	**December 2026 to February 2027** *HK$ million*	**March 2027 to May 2027** *HK$ million*	**June 2027 to August 2027** *HK$ million*
Development costs for existing property development projects in Malaysia	30	52	18	15
Repayment of an interest-bearing bank borrowing	–	–	120	–
Funding for potential property-related investment opportunities	–	–	–	100
General administrative and operating expenses	–	39	–	–

Notwithstanding the expectations set out above, the precise timing and amount of the Group's actual funding requirements may vary depending on factors including, without limitation, the timing of customer receipts, the Group's operating performance, the timing of payments to suppliers and contractors, the renewal and availability of banking facilities, and any unforeseen working-capital requirements.

The Directors consider that the Group will be able to meet its projected funding requirements without effecting any Possible HSBC Disposal during the Mandate Period. Nevertheless, the 12-month Mandate Period would provide the Group with the flexibility to determine whether, when, and to what extent to realise the Possible HSBC Disposal Shares to meet its funding requirements, including where: (i) operating cash inflows are delayed or lower than forecast; (ii) an unanticipated funding requirement arises; or (iii) the realisation of the Possible HSBC Disposal Shares would be more commercially advantageous than obtaining new external financing or refinancing existing borrowings, after taking into account, among other things, the financing costs, security requirements, financial covenants, and other terms associated with such financing or refinancing.

Against this background, the Directors consider that the proposed 12-month Mandate Period (i) provides the Group with sufficient flexibility to effect the Possible HSBC Disposal(s) when market conditions and the prevailing market price of the HSBC Shares are considered favourable; (ii) enables the Possible HSBC Disposal Shares to be disposed of in an orderly manner and in appropriate tranches, thereby enhancing the prospects of achieving favourable execution prices; (iii) strikes an appropriate balance between operational flexibility and Shareholders' protection; and (iv) avoids the adverse impacts that could arise from a shorter mandate period, including reduced flexibility to respond to favourable market conditions, a higher risk of forced or accelerated disposals at suboptimal prices, and a greater likelihood that the Group would need to seek renewal of Shareholders' approval more frequently, thereby increasing administrative burden, cost, and execution uncertainty, particularly at a time when the Group may require funds promptly.

Having considered the flexibility and efficiency afforded by the HSBC Disposal Mandate, the timing and potential variability of the Group's funding requirements, and the costs and delays associated with obtaining a further mandate, the Directors consider that the 12-month Mandate Period, rather than a shorter period, is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Directors also consider that setting the Minimum HSBC Selling Price materially above the average acquisition cost, the average closing price and the lowest closing price of the HSBC Shares during the 12-month period preceding the date of the Announcement provides meaningful protection against a disposal at an unduly low price and is expected to preserve a substantial return on the Group's investment. At the same time, the Minimum HSBC Selling Price is set below the highest closing price during that period and at a discount of approximately 15.34% and 14.79% to, respectively, the closing price on the trading day immediately preceding the date of the Announcement and the average closing price for the five consecutive trading days immediately preceding the date of the Announcement. This provides the Group with sufficient flexibility to respond to fluctuations in the market price of the HSBC Shares and to execute the Possible HSBC Disposal(s) promptly during the 12-month Mandate Period. The Directors consider that the Minimum HSBC Selling Price of HK$138 per HSBC Share strikes an appropriate balance between safeguarding the value of the Group's investment in the HSBC Shares and maintaining the practical executability of the HSBC Disposal Mandate.

Having considered, among other matters, the above factors, the Directors consider that the terms of the HSBC Disposal Mandate are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE COMPANY AND LSIL

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are property investment, property development, property management, provision of hotel-serviced villas and apartments services, investment in securities, and investment holding.

LSIL is a company incorporated in the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company. Its principal activity is investment in securities.

LISTING RULES IMPLICATIONS

Assuming that the Group disposes of all the Possible HSBC Disposal Shares (comprising 2,300,000 HSBC Shares out of the aggregate number of HSBC Shares held by the Group as at the date of the Announcement) during the Mandate Period pursuant to the HSBC Disposal Mandate at HK$163 per HSBC Share (being the closing price of HSBC Shares on the trading day immediately preceding the date of the Announcement), one or more of the applicable percentage ratios under the Listing Rules in respect of the Possible HSBC Disposal(s), calculated on a standalone basis and, where applicable, aggregated with the Previous HSBC Disposal pursuant to Rules 14.22 and 14.23 of the Listing Rules if the relevant Possible HSBC Disposal(s) are effected within 12 months after the Previous HSBC Disposal, will exceed 25%, while all the applicable percentage ratios will be less than 75%.

Accordingly, the Possible HSBC Disposal(s) may constitute a major transaction of the Company under Chapter 14 of the Listing Rules and will therefore be subject to the reporting, announcement, circular and Shareholders' approval requirements thereunder.

GENERAL

Pursuant to Rule 14.44 of the Listing Rules, written Shareholders' approval may be accepted in lieu of holding a general meeting if: (i) no Shareholder would be required to abstain from voting if the Company were to convene a general meeting for the approval of the Possible HSBC Disposal(s) and the HSBC Disposal Mandate; and (ii) the written Shareholder's approval has been obtained from a Shareholder or a closely allied group of Shareholders holding more than 50% of the voting rights at that general meeting to approve the Possible HSBC Disposal(s) and the HSBC Disposal Mandate.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has any material interest in the Possible HSBC Disposal(s) or the HSBC Disposal Mandate. Accordingly, no Shareholder would be required to abstain from voting if the Company were to convene a general meeting for the approval of the Possible HSBC Disposal(s) and the HSBC Disposal Mandate.

Written Shareholders' approval has been obtained from Lucky Speculator, being a Shareholder which holds 439,084,800 shares of the Company (representing approximately 52.52% of the issued share capital and voting rights of the Company as at the date of the Announcement), in lieu of holding a special general meeting to approve the Possible HSBC Disposal(s) and the HSBC Disposal Mandate in accordance with Rule 14.44 of the Listing Rules. Therefore, as permitted under Rule 14.44 of the Listing Rules, no special general meeting of the Company will be convened for the approval of the Possible HSBC Disposal(s) and the HSBC Disposal Mandate.

There is no assurance that the Company will proceed with any Possible HSBC Disposal after obtaining the HSBC Disposal Mandate. Whether and when any Possible HSBC Disposal will be effected will depend on various factors, including, without limitation, prevailing market sentiment and market conditions at the relevant time. Shareholders and potential investors should therefore note that the Possible HSBC Disposal(s) may or may not proceed and are advised to exercise caution when dealing in the shares of the Company.

RECOMMENDATION

The Directors consider that the terms of the Possible HSBC Disposal(s) and the HSBC Disposal Mandate are on normal commercial terms and are fair and reasonable and in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the resolution if the Company were to convene a special general meeting to approve the Possible HSBC Disposal(s) and the HSBC Disposal Mandate.

ADDITIONAL INFORMATION

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

Yours faithfully,
By order of the Board
Lau Chi Yung, Kenneth
Chairman

1. FINANCIAL INFORMATION OF THE GROUP

The audited consolidated financial statements of the Group for each of the three years ended 31 December 2023, 31 December 2024 and 31 December 2025 respectively, together with the relevant notes thereto are disclosed in the following documents, which were published on both the Stock Exchange's website (http://www.hkexnews.hk) and the Company's website (https://www.irasia.com/listco/hk/multifield/):

- the annual report of the Company for the year ended 31 December 2023 published on 26 April 2024 (pages 33 to 109) at https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0426/2024042600728.pdf;

- the annual report of the Company for the year ended 31 December 2024 published on 25 April 2025 (pages 35 to 113) at https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0425/2025042502559.pdf; and

- the annual report of the Company for the year ended 31 December 2025 published on 27 April 2026 (pages 36 to 113) at https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0427/2026042702314.pdf.

2. STATEMENT OF INDEBTEDNESS

As at the close of business of 31 July 2026, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this circular, the Group had the following indebtedness:

Amount due to a Director

As at 31 July 2026, the amount due to a Director was approximately HK$97 million, which was non-trade in nature, unsecured, interest-free and was not repayable within one year.

Secured bank borrowings

As at 31 July 2026, the Group's bank borrowings amounted to approximately HK$1,738 million, which were secured by:

(i) mortgages over the Group's certain investment properties situated in Hong Kong and Mainland China, which had an aggregate carrying value as at 31 July 2026 of approximately HK$4,756 million;

(ii) mortgages over the Group's certain properties held for sale situated in Hong Kong, which had an aggregate carrying value as at 31 July 2026 of approximately HK$197 million;

(iii) mortgages over the Group's properties under development situated in Malaysia, which had an aggregate carrying value as at 31 July 2026 of approximately HK$385 million;

(iv) personal guarantees given by a Director; and

(v) the Company has guaranteed certain of the Group's bank loans up to HK$2,243 million as at 31 July 2026.

Lease liabilities

As at 31 July 2026, the Group had lease liabilities with outstanding principal amount of approximately RM16,000 (equivalent to approximately HK$31,000).

Commitments and contingent liabilities

As at 31 July 2026, save for the corporate guarantees provided by the Company in favour of certain banks in respect of banking facilities granted to certain subsidiaries and joint ventures of the Group, the Group had no other material commitments and contingent liabilities.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal trade and other payables in the ordinary course of business of the Group, as at 31 July 2026, the Group did not have any other outstanding mortgages, charges, debentures, loan capital issued or agreed to be issued, bank loans and overdrafts, debt securities issued and outstanding, and authorised or otherwise created but unissued or other similar indebtedness, finance leases or hire purchase commitments, which were either guaranteed, unguaranteed, secured or unsecured, liabilities under acceptance (other than normal trade bills) or acceptance credits, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

As at the Latest Practicable Date, after due enquiry and taking into account the effect of the Possible HSBC Disposal(s), the internal resources of the Group and the banking facilities available to the Group, the Directors are of the opinion that the Group has sufficient working capital for its present requirements, that is for at least the next 12 months from the date of this circular.

4. MATERIAL ADVERSE CHANGE

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

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in property development, property investment, property management, provision of hotel-serviced villas and apartments services, investment in securities and investment holding.

Demand for commercial and industrial rental properties in Hong Kong continued to stay weak during the first half of 2026. In light of prevailing market sentiment, the Group does not anticipate any significant recovery during the remainder of the year. By contrast, the Group's operations in Shanghai, particularly its hotel-serviced villa segment, delivered stable and satisfactory performance and continued to generate steady cash flow for the Group during the first half of 2026. The Group expects such performance to continue throughout the remainder of 2026.

Sales of units at Windsor Villa, the Group's wholly-owned property development project in Cyberjaya, Selangor, Malaysia, began in July 2026. The initial phase consists of more than 200 freehold three-storey link villas, while the full development will comprise over 800 freehold three-storey link villas across four phases. As construction and sales advance, the project is expected to contribute progressively to the Group's revenue and cash inflows in the coming financial years.

Financial markets continued to experience volatility during the first half of 2026 amid uncertainties arising from, among other matters, geopolitical tensions in the Middle East and Eastern Europe, tariff and trade disputes among major economies, and global inflationary pressures. As fluctuations in the prices of financial assets may have a significant effect on the Group's financial results, the Group will continue to adopt a cautious and prudent approach in managing its financial investment portfolio and will take appropriate and timely action as and when necessary.

1. RESPONSIBILITY STATEMENT

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

2. DISCLOSURE OF INTERESTS

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As of the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company and each of their respective associates, in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required (i) 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 taken or deemed to have under such provisions of the SFO); or (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

Long position in Shares

Name of Director	Capacity and nature of interest	Number of Shares held	Approximate percentage of the total issued share capital of the Company (%)
Mr. Lau Chi Yung, Kenneth	Interest of controlled corporation	559,411,142*	66.91

Long position in ordinary shares of associated corporation – Oriental Explorer, a subsidiary of the Company

Name of Director	Capacity and nature of interest	Number of shares held	Approximate percentage of the total issued share capital of associated corporation (%)
Mr. Lau Chi Yung, Kenneth	Interest of controlled corporation	291,137,700*	75.00

Note:

* *The above shares are ultimately controlled by Power Resources Holdings Limited which acts as the trustee under the Power Resources Discretionary Trust, a family discretionary trust, the discretionary objects of which include Mr. Lau Chi Yung, Kenneth and his family.*

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that the following shareholders had notified the Company that they were interested in 5% or more of the issued share capital of the Company.

Name of Shareholder	Capacity and nature of interest	Number of Shares held	Approximate percentage of the total issued share capital of the Company (%)
Power Resources Holdings Limited	Interest of controlled corporation	559,411,142[#]	66.91
Lucky Speculator Limited	Directly beneficially owned	439,084,800[#]	52.52
Desert Prince Limited	Directly beneficially owned	120,326,342[#]	14.39

Note:

[#] *Power Resources Holdings Limited was deemed to have a beneficial interest in 559,411,142 Shares by virtue of its indirect interests through Lucky Speculator Limited and Desert Prince Limited, its wholly-owned subsidiaries, which held shares in the Company.*

Save as disclosed above, the Company has not been notified of any other person who had an interest or short position in the Shares or underlying Shares as at the Latest Practicable Date, which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

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

5. LITIGATION

The Group previously held a parcel of land of approximately 94,110.84 square metres in Doumen District, Zhuhai City, Guangdong Province, the PRC, designated for hotel, commercial, convention and exhibition uses (the "Doumen Land"). The Doumen Land was resumed by the local government many years ago without compensation. Following negotiations and judicial proceedings, the Zhuhai Municipal Natural Resources Bureau issued a compensation decision in 2021 (珠自然函[2021]52號), determining compensation of approximately RMB205.54 million. The management considers that the decision lacks legal basis and was not made in compliance with statutory procedures.

In May 2026, the Group commenced administrative proceedings against the relevant local government authorities, including the Zhuhai Municipal Natural Resources Bureau, seeking an order requiring them to compensate the Group for the resumption of the Doumen Land.

As at the Latest Practicable Date, the Group had not reached any agreement with the relevant local government authorities regarding the amount of compensation payable for the resumption of the Doumen Land, and the related administrative proceedings remained ongoing. Nevertheless, the issue is expected to have no material negative impact on the daily operations and the financial position of the Group.

Except as disclosed above, there were no litigation or claims of material importance pending or threatened against any member of the Group as at the Latest Practicable Date.

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective close associates was interested in any business which competes or is likely to compete, whether directly or indirectly, with the business of the Group.

7. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS

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

As at the Latest Practicable Date, none of the Directors was materially interested in any subsisting contract or arrangement which is significant in relation to the business of the Group.

8. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by any member of the Group within the two years immediately preceding the Latest Practicable Date:

(i) the corporate guarantee dated 11 November 2024 issued by the Company to RHB Bank Berhad in respect of up to 49% of the principal sum of the loan with an aggregate principal amount of up to RM141,000,000 (equivalent to approximately HK$271,000,000) made available by RHB Bank Berhad to Torus Development Sdn. Bhd., a joint venture company incorporated in Malaysia owned as to 49% by an indirect wholly-owned subsidiary of Oriental Explorer;

(ii) the corporate guarantee dated 17 March 2025 issued by the Company to Hong Leong Bank Berhad in respect of up to 49% of the principal sum of the loan with an aggregate principal amount of up to RM132,000,000 (equivalent to approximately HK$253,000,000) made available by Hong Leong Bank Berhad to THY Urban Developments Sdn. Bhd., a joint venture company incorporated in Malaysia owned as to 49% by an indirect wholly-owned subsidiary of the Company.

9. MISCELLANEOUS

(a) Mr. Wong Ka Chun is the company secretary of the Company. He is a member of the Hong Kong Institute of Certified Public Accountants and The Hong Kong Chartered Governance Institute.

(b) The registered office of the Company is at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda and its principal place of business in Hong Kong is at Units 22-28, 25/F, Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong.

(c) The Hong Kong branch share registrar of the Company is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(d) The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.