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If you have sold or transferred all your shares of Domaine Power Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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DOMAINE POWER HOLDINGS LIMITED

域能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 442)

DISCLOSEABLE AND CONNECTED TRANSACTION

**PROPOSED VAX ACQUISITION UNDER
THE VAX SALE AND PURCHASE AGREEMENT AND
THE VAX SALE AND PURCHASE
SUPPLEMENTAL AGREEMENT INVOLVING
ISSUE OF CONSIDERATION CONVERTIBLE BONDS
UNDER SPECIFIC MANDATE**

Financial Adviser to the Company

TRINITY

Trinity Corporate Finance Limited

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**



uSmart Securities Limited

Unless the context otherwise requires, 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 6 to 55 of this circular and a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders is set out on pages 56 to 57 of this circular. A letter from uSmart Securities Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 58 to 106 of this circular.

A notice convening the EGM of the Company to be convened and held at 11 a.m. on Wednesday, 11 November 2026 at 9/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong and a form of proxy are despatched together with this circular. Shareholders who intend to appoint a proxy to attend and vote at the EGM shall complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible but in any event no later than 11 a.m. on 9 November 2026, or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish and in such event, the instrument appointing a proxy shall be deemed revoked.

References to time and dates in this circular are to Hong Kong time and dates.

22 October 2026

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DEFINITIONS

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

“AMLO”	the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Chapter 615 of the laws of Hong Kong)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (excluding Saturday and Sunday and public holiday) on which licensed banks in Hong Kong are open for general business
“Chairman”	the chairman of the Company
“Company”	Domaine Power Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 442)
“Completion”	completion of the VAX Sale and Purchase Agreement, as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement
“Completion Date”	within the 3rd Business Day after all the conditions precedent set out in the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement have been satisfied or waived by the parties (or such other date as the parties may agree in writing)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration Conversion Shares”	new Shares to be allotted and issued by the Company upon conversion of the Consideration Convertible Bonds in accordance with the terms of the Consideration Convertible Bonds
“Consideration Convertible Bonds”	the 3-year zero interest unsecured redeemable convertible bonds in the principal amount of HK\$5 million to be issued by the Company to the Vendor at Completion
“Consideration Convertible Bonds Subscription Agreement”	the subscription agreement dated 12 November 2025 between the Vendor as subscriber and the Company as issuer

DEFINITIONS

“Consideration Convertible Bonds Subscription Supplemental Agreement”	the supplemental subscription agreement relating to HK\$5 million Convertible Bonds due 2028 dated 8 September 2026 entered into between the Vendor and the Company which is supplemental to the Consideration Convertible Bonds Subscription Agreement
“Director(s)”	the director(s) of the Company
“Dr. So Shu Fai”	(i) an executive Director and the Chairman, (ii) the sole director and sole owner of Perfect Gain which is a controlling Shareholder of the Company, and (iii) the Vendor
“EGM”	an extraordinary general meeting of the Company to be convened and held for the purposes of, among other things, considering and, if thought fit, approving the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board comprising Mr. Chung Wai Man and Ms. Lin Ying, who are Independent Non-Executive Directors, established to advise the Independent Shareholders in respect of the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate

DEFINITIONS

“Independent Financial Adviser”	uSmart Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities), Type 2 (dealing in future contracts), Type 4 (advising on securities), Type 5 (advising on future contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate
“Independent Non-Executive Directors”	comprising Mr. Yau Pak Yue, Mr. Chung Wai Man and Ms. Lin Ying
“Independent Shareholder(s)”	Shareholder(s) other than those who are required by the Listing Rules to abstain from voting on the resolution(s) approving the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its subsidiaries and its connected persons as defined under the Listing Rules
“Independent Valuer” or “CHFT”	CHFT Advisory and Appraisal Limited, an independent valuer
“Latest Practicable Date”	16 October 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein, unless otherwise stated
“Listing Committee”	the listing committee of the Stock Exchange for considering application for listing and the granting of listing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules

DEFINITIONS

“Perfect Gain”	Perfect Gain Group Limited, a controlling Shareholder of the Company, which is wholly-owned by Dr. So Shu Fai who is an executive Director and the Chairman
“PRC”	the People’s Republic of China
“Professional Investor(s)”	has the definition ascribed to it in section 1 of Part 1 of Schedule 1 to the SFO
“RMB”	renminbi, the lawful currency of the PRC
“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 or supplemented from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of HK\$0.005 each
“Shareholder(s)”	registered holder(s) of the Share(s)
“Specific Mandate”	the specific mandate for the allotment and issue of the Consideration Conversion Shares granted to the Directors by the Shareholders at the EGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers of Hong Kong issued by the SFC (as amended from time to time)
“VAX Acquisition”	the proposed acquisition of the VAX Sale Shares by the Company pursuant to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate
“VAX Group”	VAX Limited and its subsidiaries

DEFINITIONS

“VAX Limited”	Hong Kong Virtual Asset Exchange Limited, a company incorporated in Hong Kong with limited liability which is principally engaged in the operation of a virtual asset trading platform (VATP). It is licensed by the SFC with CE reference BPW549, as a licensed corporation to carry out Type 1 (Dealing in Securities) and Type 7 (Providing Automated Trading Services) regulated activities in Hong Kong under the SFO. It is also a licensed provider of virtual asset service through the operating of a virtual asset trading platform under the AMLO
“VAX Sale and Purchase Agreement”	the sale and purchase agreement dated 12 November 2025 entered into between the Company and the Vendor pursuant to which the Company conditionally agreed to purchase and the Vendor conditionally agreed to sell the VAX Sale Shares
“VAX Sale and Purchase Supplemental Agreement”	the supplemental sale and purchase agreement dated 8 September 2026 and entered into between the Company and the Vendor which is supplemental to the VAX Sale and Purchase Agreement
“VAX Sale Share(s)”	35,748 shares in VAX Limited, representing approximately 1.46% of the existing total issued share capital of VAX Limited upon Completion
“VAX Share(s)”	ordinary share(s) in the share capital of VAX Limited
“Vendor”	Dr. So Shu Fai
“%”	per cent
“2023 Share Scheme”	the share incentive scheme adopted by the Company on 14 September 2023

LETTER FROM THE BOARD

DOMAINE POWER HOLDINGS LIMITED

域能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 442)

Executive Directors:

Dr. So Shu Fai (*Chairman*)

Mr. Tom Xie (*Chief Executive Officer*)

Non-Executive Directors:

Mr. Chan Wai Dune

Mr. Ning Rui

Independent Non-Executive Directors:

Mr. Yau Pak Yue

Mr. Chung Wai Man

Ms. Lin Ying

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Principal place of business

in Hong Kong:

Unit 2203A, 22/F

Wu Chung House

No. 213 Queen's Road East

Wan Chai

Hong Kong

22 October 2026

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION

**PROPOSED VAX ACQUISITION UNDER THE VAX SALE AND
PURCHASE AGREEMENT AND THE VAX SALE AND PURCHASE
SUPPLEMENTAL AGREEMENT INVOLVING ISSUE OF
CONSIDERATION CONVERTIBLE BONDS
UNDER SPECIFIC MANDATE**

INTRODUCTION

References are made to the announcements of the Company dated 12 November 2025 and 8 September 2026 in relation to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder, pursuant to which the Company conditionally agreed to purchase, and the Vendor conditionally agreed to sell, the VAX Sale Shares for a consideration of HK\$25 million. The VAX Sale Shares represent

LETTER FROM THE BOARD

approximately 1.46% of the existing total issued share capital of VAX Limited. The consideration of HK\$25 million will be payable by the Company to the Vendor as to HK\$20 million in cash and the balance of HK\$5 million by way of issue of the Consideration Convertible Bonds.

Pursuant to the VAX Sale and Purchase Supplemental Agreement, the Company and the Vendor agreed to reduce the transaction size from HK\$100 million (representing approximately 5.56% of the existing total issued share capital of VAX Limited) to HK\$25 million (representing approximately 1.46 % of the existing total issued share capital of VAX Limited) mainly due to commercial reasons including the expected significant time costs and professional parties' costs involved for the initial transaction size which would constitute a major transaction (instead of a discloseable transaction) under the Listing Rules. The Board considers that there is no impact on the expected benefits of the transaction and the Company's business plans as set out in the section headed "REASONS FOR AND BENEFITS OF THE PROPOSED VAX ACQUISITION" below as a result of reducing the number of VAX Sale Shares to be acquired by the Company under the VAX Sale and Purchase Supplemental Agreement, as the Company will continue to establish cooperation with VAX Limited which is not dependent on the number of VAX Sale Shares to be acquired.

The purpose of this circular is to provide you with, among other things, (i) further details of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser; (iv) the independent valuation report of VAX Limited set out in Appendix I; and (v) a notice of EGM.

THE VAX ACQUISITION

(I) The VAX Sale and Purchase Agreement (as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement)

On (i) 12 November 2025, the Company and the Vendor entered into the VAX Sale and Purchase Agreement; and (ii) 8 September 2026, the Company and the Vendor entered into the VAX Sale and Purchase Supplemental Agreement, pursuant to which the Company conditionally agreed to purchase, and the Vendor conditionally agreed to sell, the VAX Sale Shares for a consideration of HK\$25 million. The VAX Sale Shares represent approximately 1.46% of the existing total issued share capital of VAX Limited. The consideration of HK\$25 million will be payable by the Company to the Vendor as to HK\$20 million in cash and the balance of HK\$5 million by way of issue of the Consideration Convertible Bonds.

LETTER FROM THE BOARD

The principal terms of the VAX Sale and Purchase Agreement (as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement) are set out below:

Date: 12 November 2025 and 8 September 2026

Parties: (i) The Company (as purchaser); and
(ii) The Vendor (as seller).

Subject Matter: The Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the VAX Sale Shares subject to the terms disclosed herein.

The VAX Sale Shares represent approximately 1.46% of the existing total issued share capital of VAX Limited.

The Board considers that by reducing the number of VAX Sale Shares to be acquired under the VAX Sale and Purchase Supplemental Agreement will reduce the amount of the overall consideration including reducing the size of the Consideration Convertible Bonds to be issued which will indirectly reduce the potential share dilution to the Company if the Consideration Convertible Bonds are eventually converted or will reduce the cash burden of the Company if the Consideration Convertible Bonds are not converted prior to maturity. Accordingly, the Board is of the view that the reduced number of VAX Sale Shares to be acquired is more prudent and beneficial to the Company with less utilisation of its current cash resources, and without material effect on the benefits of the transaction.

Consideration: HK\$25 million.

Basis of determination of consideration: The consideration for the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement was determined after arm's length negotiations between the parties to the VAX Sale and Purchase Agreement and VAX Sale and Purchase Supplemental Agreement with reference to: (i) the preliminary valuation of VAX Limited of not less than HK\$1,707 million; and (ii) the factors set out in the section headed "Reasons for and benefits of the proposed VAX Acquisition".

Prior to entering into the VAX Sale and Purchase Agreement and VAX Sale and Purchase Supplemental Agreement, the Company had preliminary discussions with the Independent Valuer engaged by the Company in respect of their preliminary views on the value of VAX Limited of not less than HK\$1,707 million and the VAX Sale Shares.

LETTER FROM THE BOARD

For details of the valuation approach, please refer to the section below headed “THE BOARD’S VIEW AND ASSESSMENT OF THE FAIRNESS AND REASONABLENESS OF THE VALUATION APPROACH”.

Further, the Directors noted that paragraph (iii) of the conditions precedent (as disclosed under the heading “Conditions Precedent” in this section) to the Completion provides that the Company shall have received an independent valuation report for a valuation of VAX Limited (on a 100% non-controlling and non-marketable basis (representing the fair value of a minority interest in a private company)) of not less than HK\$1,707 million and/or the valuation of VAX Sale Shares of not less than HK\$25 million, and such condition precedent may not be waived by any party.

According to the valuation report of VAX Limited as set out in Appendix I to this circular, the valuation of VAX Limited (on a 100% non-controlling and non-marketable basis (representing the fair value of a minority interest in a private company)) is HK\$1,962 million.

Based on the above, the Directors (excluding the Independent Non-Executive Directors) consider that the consideration for the VAX Acquisition is fair and reasonable. The views of the Independent Board Committee have been set out in the Letter from the Independent Board Committee in this circular.

Method of settlement of consideration:

The consideration of HK\$25 million will be payable by the Company to the Vendor as to HK\$20 million in cash and the balance of HK\$5 million by way of issue of the Consideration Convertible Bonds by the Company to the Vendor on the Completion Date.

Completion Date:

Within the third (3rd) Business Day after all the conditions precedent set out in the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement have been satisfied or waived by the parties (or such other date as the parties may agree in writing).

Long Stop Date:

30 June 2027 (or such other date as the parties may agree in writing).

LETTER FROM THE BOARD

Conditions Precedent: Completion of the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement is subject to satisfaction or waiver (if applicable) of the following conditions:

- (i) completion of due diligence on VAX Limited to the satisfaction of the Company;
- (ii) the Independent Shareholders having passed a resolution at the EGM approving the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate;
- (iii) the Company having received an independent valuation report conducted by an independent valuer for the valuation of VAX Limited (on a 100% non-controlling and non-marketable basis (representing the fair value of a minority interest in a private company)) of not less than HK\$1,707 million and/or the valuation of VAX Sale Shares of not less than HK\$25 million;
- (iv) up to the date of Completion, the Company's warranties having remained true and accurate in all aspects;
- (v) up to the date of Completion, the Vendor's warranties having remained true and accurate in all aspects;
- (vi) the Company having obtained all necessary consent(s), approval(s), registration(s), right(s) or waiver(s) (in whatever form) required for the execution and performance of the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder in accordance with the applicable laws and regulations; and
- (vii) the Company having executed a deed of adherence to the Shareholders' Agreement (as defined below).

LETTER FROM THE BOARD

The Company shall use its best endeavours to procure the fulfilment of the conditions precedent set out in paragraphs (i), (ii), (iii), (iv), (vi) and (vii) above on or before the long stop date. The Company may waive in whole or in part and conditionally or unconditionally the conditions set out above (except for paragraphs (ii), (iii), (iv) and (vi) which may not be waived).

The Vendor shall use its best endeavours to procure the fulfilment of the conditions precedent set out in paragraph (v) above on or before the long stop date. The Vendor may waive in whole or in part and conditionally or unconditionally the conditions set out above (except for paragraphs (i), (ii), (iii) and (v) which may not be waived).

None of the conditions precedent set out above has been fulfilled as at the Latest Practicable Date, except conditions (i) and (iii).

If the above conditions have not been satisfied or waived (if applicable) on or before the long stop date, either party may by notice in writing to the other party terminate the VAX Sale and Purchase Agreement, whereupon all rights and obligations of the parties shall cease to have effect, without prejudice to the rights and liabilities of each party accrued prior to such termination.

Price Adjustment Mechanism:

The VAX Sale and Purchase Supplemental Agreement incorporates a price adjustment mechanism whereby the Company will be compensated with transfer of additional shares in VAX Limited should VAX Limited engage in any fund raising rounds from third party investors (not including rights issues, if any) at a valuation below HK\$1,707 million within 24 months from the date of Completion. The Board considers that this mechanism directly protects the Company from valuation erosion. If subsequent fund raising rounds from third party investors (not including rights issues, if any) imply a lower valuation than HK\$1,707 million, the Company will receive transfer of additional shares in VAX Limited at no further cost, thereby maintaining the economic value of the Company's investment. The Board believes this is a robust and commercially meaningful safeguard to the Company.

LETTER FROM THE BOARD

(II) The Consideration Convertible Bonds Subscription Agreement (as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement)

On (i) 12 November 2025, the Company and the Vendor entered into the Consideration Convertible Bonds Subscription Agreement; and (ii) 8 September 2026, the Company and the Vendor entered into the Consideration Convertible Bonds Subscription Supplemental Agreement, pursuant to which the Vendor has agreed to subscribe for, and the Company has authorised the creation and issue of the Consideration Convertible Bonds subject to the terms disclosed herein.

The principal terms of the Consideration Convertible Bonds Subscription Agreement (as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement) are set out below:

Date:	12 November 2025 and 8 September 2026
Parties:	(i) The Vendor (as subscriber); and (ii) The Company (as issuer).
Subject Matter:	The Vendor has agreed to subscribe for, and the Company has authorised the creation and issue of the Consideration Convertible Bonds subject to the terms disclosed herein.
Completion Date:	Within the third (3rd) Business Day after all the conditions precedent set out in the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement have been satisfied or waived by the parties (or such other date as the parties may agree in writing).
Long Stop Date:	30 June 2027 (or such other date as the parties may agree in writing).

LETTER FROM THE BOARD

Conditions Precedent: Completion of the Consideration Convertible Bonds Subscription Agreement as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement is subject to satisfaction or waiver (if applicable) of the following conditions:

- (i) the Independent Shareholders having passed a resolution at the EGM approving the Consideration Convertible Bonds Subscription Agreement as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate;
- (ii) up to the date of Completion, the Company's warranties having remained true and accurate in all aspects;
- (iii) up to the date of Completion, the Vendor's warranties having remained true and accurate in all aspects;
- (iv) the Company having obtained all necessary consent(s), approval(s), registration(s), right(s) or waiver(s) (in whatever form) required for the execution and performance of the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder in accordance with the applicable laws and regulations;
- (v) the Listing Committee granting the listing of and permission to deal in the Consideration Conversion Shares; and
- (vi) a copy of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement duly executed by the parties thereto.

The Company shall use its best endeavours to procure the fulfilment of the conditions precedent set out in paragraphs (i), (ii), (iv) and (v) above on or before the long stop date. The Company may waive in whole or in part and conditionally or unconditionally the conditions set out above (except for paragraphs (i), (ii), (iv) and (v) which may not be waived).

LETTER FROM THE BOARD

The Vendor shall use its best endeavours to procure the fulfilment of the conditions precedent set out in paragraph (iii) above on or before the long stop date. The Vendor may waive in whole or in part and conditionally or unconditionally the conditions set out above (except for paragraphs (i), (iii) and (v) which may not be waived).

None of the conditions precedent set out above has been fulfilled as at the Latest Practicable Date, except condition (vi).

If the above conditions have not been satisfied or waived (if applicable) on or before the long stop date, either party may by notice in writing to the other party terminate the Consideration Convertible Bonds Subscription Agreement as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement, whereupon all rights and obligations of the parties shall cease to have effect, without prejudice to the rights and liabilities of each party accrued prior to such termination.

Principal Terms of the Consideration Convertible Bonds

Principal amount: HK\$5 million

Interest: The Consideration Convertible Bonds shall not bear any interest

Maturity Date: The date falling on the third (3rd) anniversary of the date of issue of the Consideration Convertible Bonds

Conversion Price: HK\$2.50 per Consideration Conversion Share, subject to adjustments as set out and in accordance with the terms and conditions of the Consideration Convertible Bonds. The initial conversion price of HK\$2.50 represents:

- (i) a premium of approximately 320% to the closing price of HK\$0.595 per Share as quoted on the Stock Exchange on the date of the VAX Sale and Purchase Supplemental Agreement;
- (ii) a premium of approximately 330% to the average closing price of HK\$0.582 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the VAX Sale and Purchase Supplemental Agreement; and

LETTER FROM THE BOARD

- (iii) a premium of approximately 330% to the average closing price of HK\$0.582 per Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to the date of the VAX Sale and Purchase Supplemental Agreement.

Conversion Rights: Holders of the Consideration Convertible Bonds will have the right, during the period commencing on the date of issue of the Consideration Convertible Bonds up to and ending on the third (3rd) Business Day prior to the maturity date of the Consideration Convertible Bonds, to convert in whole or in part of the outstanding principal amount of the Consideration Convertible Bonds into Consideration Conversion Shares, provided that the exercise of the conversion rights will not result in:

- (a) any mandatory offer obligation under Rule 26.1 of the Takeovers Code being triggered by the holder of the Consideration Convertible Bonds and/or parties acting in concert (as defined in the Takeovers Code) with such holder; or
- (b) the Company being in breach of any provision of the Listing Rules, including the requirement to maintain any prescribed minimum percentage of the issued share capital of the Company held by the public.

Conversion Shares: 2,000,000 Consideration Conversion Shares (based on the initial conversion price of HK\$2.50), representing:

- (i) approximately 0.77% of the existing issued share capital of the Company; and
- (ii) approximately 0.77% of the enlarged issued share capital of the Company upon full conversion of the Consideration Convertible Bonds (assuming no other change in the shareholding structure of the Company).

The conversion of the Consideration Convertible Bonds will not result in a change in control of the Company. The change in the shareholding structure of the Company assuming full conversion of the Consideration Convertible Bonds by the Independent Third Parties is set out below.

LETTER FROM THE BOARD

Adjustment events: The conversion price shall from time to time be subject to adjustment in accordance with the followings if, whilst any of the Consideration Convertible Bonds remains outstanding, any of the following events or circumstances in relation to the Shares of the Company shall occur:

(i) Consolidation, Subdivision or Reclassification:

If and whenever there shall be an alteration to the nominal value of issued Share as a result of consolidation, subdivision or reclassification, the conversion price shall be adjusted by multiplying the conversion price in force immediately before such alteration by the following fraction:

$$\frac{A}{B}$$

where:

A is the nominal amount of one issued Share immediately after such alteration; and

B is the nominal amount of one issued Share immediately before such alteration.

Such adjustment shall become effective from the close of business in Hong Kong on the date immediately preceding the date the alteration takes effect, and no independent valuer shall be appointed and/or involved in the adjustment of the conversion price under this condition.

LETTER FROM THE BOARD

(ii) Capitalisation of Profits or Reserves:

- (a) If and whenever the Company shall issue any Shares credited as fully paid-up to the Shareholders by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund) including Shares paid-up out of distributable profits or reserves and/or share premium account issued, save where Shares are issued in lieu of the whole or any part of cash dividend (the “**Relevant Cash Dividend**”), being a dividend which the Shareholders concerned would or could otherwise have received (a “**Scrip Dividend**”) and which would not have constituted a Capital Distribution (as defined in condition (iii) below), the conversion price shall be adjusted by multiplying the conversion price in force immediately before such issue by the following fraction:

$$\frac{A}{B}$$

where:

A is the aggregate nominal amount of issued Shares immediately before such issue; and

B is the sum of such aggregate nominal amount and the aggregate nominal amount of issued Shares immediately after such issue.

Such adjustment shall become effective on the date of issue of such Shares or if a record date is fixed therefor, immediately after such record date.

LETTER FROM THE BOARD

- (b) In the case of an issue of Shares by way of a Scrip Dividend, the Current Market Price of which Shares exceeds 110 per cent. of the amount of the Relevant Cash Dividend or the relevant part thereof and which would not have constituted a Capital Distribution (as defined in condition (iii) below), the conversion price shall be adjusted by multiplying the conversion price in force immediately before the issue of such Shares by the following fraction:

$$\frac{A+B}{A+C}$$

where:

A is the number of issued Shares immediately before such issue;

B is the number of Shares issued by way of such Scrip Dividend multiplied by a fraction of which (i) the numerator is the amount of the whole, or the relevant part, of the Relevant Cash Dividend, and (ii) the denominator is the Current Market Price (on the date of the announcement of the price or value per Share of the Scrip Dividend) of the Shares issued by way of Scrip Dividend in lieu of the whole, or the relevant part, of the Relevant Cash Dividend; and

C is the number of Shares issued by way of such Scrip Dividend;

or

if the Company so decides, by making such other adjustment as an independent valuer shall certify to the Vendor as fair and reasonable.

Such adjustment shall become effective on the date of issue of such Shares or if a record date is fixed therefor, immediately after such record date.

LETTER FROM THE BOARD

“Fair Market Value” means, with respect to any shares, assets, security, option, warrants or other right on any date, the fair market value of that share, asset, security, option, warrant or other right as determined by an independent valuer or auditor (acting as an expert), selected by the Company; provided that where options, warrants or other rights are publicly traded in a market of adequate liquidity (as determined by such independent valuer) the fair market value of such options, warrants or other rights shall equal the arithmetic mean of the daily closing prices of such options, warrants or other rights during the period of 5 trading days on the relevant market immediately prior to the date on which the Fair Market Value is to be determined and, if no such period is available, the period of 5 trading days on the relevant market commencing on the first such trading days such options, warrants or other rights are publicly traded.

“Current Market Price” means, in respect of a Share at a particular date, the average of the closing prices published in the Stock Exchange’s daily quotations sheet for one Share (being a Share carrying full entitlement to dividend) for the 20 consecutive trading days ending on the trading days immediately preceding such date; provided that if at any time during the said 20 trading days period the Shares shall have been quoted ex-dividend and during some other part of that period the Shares shall have been quoted cum-dividend then:

- (1) if the Shares to be issued in such circumstances do not rank for the dividend in question, the average quotations on the dates on which the Shares shall have been quoted cum-dividend shall for the purpose of this definition be deemed to be the Fair Market Value thereof reduced by an amount equal to the amount of that dividend per Share; or

LETTER FROM THE BOARD

- (2) if the Shares to be issued in such circumstances rank for the dividend in question, the average quotations on the dates on which the Shares shall have been quoted ex-dividend shall for the purpose of this definition be deemed to be the amount thereof increased by such similar amount;

and provided, further, that if the Shares on each of the said 20 trading days has been quoted cum-dividend in respect of a dividend which has been declared or announced but the Shares to be issued do not rank for that dividend, the average quotations on each such trading days shall for the purpose of this definition be deemed to be the amount thereof reduced by an amount equal to the Fair Market Value of that dividend per Share;

and provided, further, that:

- (A) if such closing prices are not available during any of the 20 trading days during the relevant period, then the arithmetic average of such closing prices which are available in the relevant period shall be used (subject to a minimum of two such closing prices); and
- (B) if only one or no such closing price is available in the relevant period, then the Current Market Price shall be the average of the Current Market Prices determined in good faith by an independent valuer.

LETTER FROM THE BOARD

(iii) Capital Distribution:

If and whenever the Company shall pay or make any Capital Distribution to the Shareholders (whether on a reduction of capital or otherwise, except where the conversion price falls to be adjusted under condition (ii) above), the conversion price shall be adjusted by multiplying the conversion price in force immediately before such Capital Distribution by the following fraction:

$$\frac{A-B}{A}$$

where:

A is the Current Market Price of one Share on the last trading days preceding the date of the Capital Distribution is publicly announced; and

B is the Fair Market Value on the date of such announcement, immediately after the Capital Distribution, of the portion of the Capital Distribution attributable to one Share.

Such adjustment shall become effective (if appropriate retroactively) on the date that such Capital Distribution is made or if a record date is fixed therefor, immediately after such record date.

For the purpose of this condition:

“Capital Distribution” means: any distribution of assets in specie by the Company for any financial period, whenever paid or made and however described, and for these purposes a distribution of assets in specie includes without limitation an issue of shares or other securities credited as fully or partly paid-up (other than Shares credited as fully paid-up) by way of capitalisation of reserves, but shall exclude any cash dividend;

LETTER FROM THE BOARD

(iv) Rights Issues of Shares or Options over Shares:

If and whenever the Company shall issue new Shares to all or substantially all existing Shareholders as a class by way of rights, or issue or grant to all or substantially all existing Shareholders as a class, by way of rights, of options, warrants or other rights to subscribe for or purchase or otherwise acquire any Shares, in each case at a price per Share which is less than 90% of the Current Market Price of one Share on the last trading days preceding the date of the announcement of the terms of such issue or grant, the conversion price shall be adjusted by multiplying the conversion price in force immediately before such issue or grant by the following fraction:

$$\frac{A+B}{A+C}$$

where:

A is the number of Shares in issue immediately before such announcement;

B is the number of Shares which the aggregate amount (if any) payable for the Shares issued by way of rights or for the options or warrants or other rights issued or granted by way of rights and would subscribe for, purchase or otherwise acquire at such Current Market Price per Share; and

C is the aggregate number of Shares issued or, as the case may be, comprised in the issue or grant.

Such adjustment shall become effective on the date of issue of such Shares or issue or grant of such options, warrants or other rights (as the case may be) or if a record date is fixed therefor, immediately after such record date.

LETTER FROM THE BOARD

(v) Rights Issues of Other Securities:

If and whenever the Company shall issue any securities (other than Shares or options, warrants or other rights to subscribe or purchase Shares) to all or substantially all Shareholders as a class, by way of rights, or grant to all or substantially all Shareholders as a class by way of rights, of any options, warrants or other rights to subscribe for or purchase or otherwise acquire, any securities (other than Shares or options, warrants or other rights to subscribe or purchase Shares), the conversion price shall be adjusted by multiplying the conversion price in force immediately before such issue or grant by the following fraction:

$$\frac{A-B}{A}$$

where:

A is the Current Market Price of one Share on the last trading days preceding the date on which such issue or grant is publicly announced; and

B is the Fair Market Value on the date of such announcement of the portion of the rights attributable to one Share.

Such adjustment shall become effective on the date of issue of the securities or grant of such rights, options or warrants (as the case may be) or if a record date is fixed therefor, immediately after such record date.

LETTER FROM THE BOARD

(vi) Issues at less than Current Market Price:

Subject to the provisions below, if and whenever the Company shall issue (otherwise than as mentioned in condition (iv) above) wholly for cash any new Shares (other than Shares issued on the exercise of Conversion Rights or on the exercise of any other rights of conversion into, or exchange or subscription for, Shares) or the issue or grant of (otherwise as mentioned in condition (iv) above) options, warrants or other rights to subscribe or purchase Shares, in each case at a price per Share which is less than 90% of the Current Market Price of one Share on the last trading days preceding the date of announcement of the terms of such issue or grant, the conversion price shall be adjusted by multiplying the conversion price in force immediately before such issue by the following fraction:

$$\frac{A+B}{A+C}$$

where:

A is the number of Shares in issue immediately before the issue of such additional Shares or the grant of such options, warrants or other rights to subscribe for or purchase or otherwise acquire any Shares;

B is the number of Shares which the aggregate consideration (if any) receivable for the issue of such additional Shares would purchase at such Current Market Price per Share; and

C is the number of Shares to be issued pursuant to such issue of such Shares or, as the case may be, the maximum number of Shares which may be issued upon exercise of such options, warrants or rights as calculated at the date of issue of such options, warrants or rights.

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References to additional Shares in the above formula shall, in the case of an issue by the Company of options, warrants or other rights to subscribe or purchase Shares, mean such number of Shares to be issued assuming that such options, warrants or other rights are exercised in full at the initial exercise price on the date of issue of such options, warrants or other rights.

Such adjustment shall become effective on the date of issue of such additional Shares or, as the case may be, the issue of such options, warrants or other rights.

Notwithstanding the provisions of this condition (vi), no adjustment shall be made to the conversion price pursuant to this condition (vi) if the Company issues: (i) wholly for cash for the purposes of raising capital (including, but not limited to, a private placement or rights issue) any new Shares or issues or grants options, warrants or other rights to subscribe or purchase Shares, in each case at an issue price or price per Share which is not less than the conversion price; or (ii) new Shares to a seller of assets or property as the consideration for a bona fide acquisition on arm's length commercial terms by the Company or any of its subsidiaries of such assets or property.

LETTER FROM THE BOARD

(vii) Other Issues at less than Current Market Price:

Subject to the provisions below and save in the case of an issue of securities arising from a conversion or exchange of other securities in accordance with the terms applicable to such securities themselves falling within the provisions of this condition (vii), if and whenever the Company or any of its subsidiaries (otherwise than as mentioned in condition (iv), (v) or (vi) above) or (at the direction or request of or pursuant to any arrangements with the Company or any of its subsidiaries) any other company, person or entity shall issue any securities (other than the Consideration Convertible Bonds) which by their terms of issue carry rights of conversion into, or exchange or subscription for, Shares to be issued by the Company upon conversion, exchange or subscription (collectively, “**Relevant Securities**”) at a consideration per Share which is less than 90% of the Current Market Price of one Share on the last trading days preceding the date of announcement of the terms of issue of such securities, the conversion price shall be adjusted by multiplying the conversion price in force immediately before such issue by the following fraction:

$$\frac{A+B}{A+C}$$

where:

A is the number of Shares in issue immediately before such issue;

B is the number of Shares which the aggregate consideration (if any) receivable by the Company for the Shares to be issued on conversion or exchange or on exercise of the right of subscription attached to such securities would purchase at such Current Market Price per Share; and

C is the maximum number of Shares to be issued on conversion or exchange of such securities or on the exercise of such rights of subscription attached thereto at the initial conversion, exchange or subscription price or rate.

LETTER FROM THE BOARD

Such adjustment shall become effective on the date of issue of such securities.

Notwithstanding the provisions of this condition (vii), no adjustment shall be made to the conversion price pursuant to this condition (vii) if the Company issues: (i) wholly for cash for the purposes of raising capital (including, but not limited to, a private placement or rights issue) any Relevant Securities at an issue price or price per Share which is not less than the conversion price; or (ii) Relevant Securities to a seller of assets or property as the consideration for a bona fide acquisition on arm's length commercial terms by the Company or any of its subsidiaries of such assets or property.

(viii) Modification of Rights of Conversion:

If and whenever there is any modification of the rights of conversion, exchange or subscription attaching to any such securities as are mentioned in condition (vii) above (other than in accordance with the terms applicable to such securities) so that the consideration per Share (for the number of Shares available on conversion, exchange or subscription following the modification) is reduced and is less than 90% of the Current Market Price of one Share on the last trading days preceding the date of announcement of the proposals for such modification, the conversion price shall be adjusted by multiplying the conversion price in force immediately before such modification by the following fraction:

$$\frac{A+B}{A+C}$$

where:

A is the number of Shares in issue immediately before such modification;

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B is the number of Shares which the aggregate consideration (if any) receivable by the Company for the Shares to be issued on conversion or exchange or on exercise of the right of subscription attached to the securities, in each case so modified, would purchase at such Current Market Price per Share or, if lower, the existing conversion, exchange or subscription price of such securities; and

C is the maximum number of Shares to be issued on conversion or exchange of such securities or on the exercise of such rights of subscription attaching thereto at the modified conversion, exchange or subscription price or rate but giving credit in such manner as an independent valuer considers appropriate (if at all) for any previous adjustment under this condition (viii) or condition (vii) above.

Such adjustment shall become effective on the date of modification of the rights of conversion, exchange or subscription attaching to such securities.

Redemption:

The Consideration Convertible Bonds may be redeemed at the option of the Company (not the bondholder(s)) in whole or part at any time from the date of issue and from time to time prior to 7 days ending on the maturity date at the redemption price equal to the outstanding principal amount of the Consideration Convertible Bonds to be redeemed. There are no conditions to be satisfied prior to the exercise of the redemption right.

The Company shall redeem the Consideration Convertible Bonds by repaying the holder(s) of the Consideration Convertible Bonds all outstanding principal amount of the Consideration Convertible Bonds on the maturity date of the Consideration Convertible Bonds.

Transferability:

The Consideration Convertible Bonds are transferable except that no Consideration Convertible Bonds shall be transferred to any person who:

- (a) is not independent of the Group or is a connected person of the Company (unless otherwise permitted with prior written consent of the Company); or

LETTER FROM THE BOARD

- (b) is a party acting in concert (as defined in the Takeovers Code) with any person or shareholder of the Company to the effect that any transfer of the Consideration Convertible Bonds to such transferee(s) and/or the exercise by such transferee(s) of any conversion right attaching to the Consideration Convertible Bonds subject to such transfer will trigger the mandatory offer obligation under Rule 26.1 of the Takeovers Code.

Ranking of
Conversion Shares:

The Consideration Conversion Shares allotted and issued upon conversion of the Consideration Convertible Bonds will in all respects rank *pari passu* in all respects with the new shares of the Company already in issue on the conversion date. The Consideration Conversion Shares will be allotted and issued under the Specific Mandate.

Listing:

No application will be made by the Company for the listing of the Consideration Convertible Bonds on the Stock Exchange. An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Conversion Shares that may be issued upon the conversion of the Consideration Convertible Bonds.

LETTER FROM THE BOARD

CHANGE IN THE SHAREHOLDING STRUCTURE OF THE COMPANY ASSUMING FULL CONVERSION OF THE CONSIDERATION CONVERTIBLE BONDS BY THE INDEPENDENT THIRD PARTIES

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately upon Completion of the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible Bonds Subscription Supplemental Agreement, assuming full transfer of the HK\$5 million Consideration Convertible Bonds from Dr. So Shu Fai to the Independent Third Parties and their immediate full conversion into Shares, with no change in the shareholding structure of the Company on or before Completion of the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible Bonds Subscription Supplemental Agreement:

Name of Shareholders	As at the Latest Practicable Date		Immediately upon Completion of the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible Bonds Subscription Supplemental Agreement, assuming full transfer of the HK\$5 million Consideration Convertible Bonds to the Independent Third Parties and immediate full conversion	
	Number of Shares	Approximate % (Note 2)	Number of Shares	Approximate % (Note 2)
Substantial Shareholder				
Perfect Gain Group Limited (Note 1)	193,874,241	74.81	193,874,241	74.24
Director				
Mr. Tom Xie	480,000	0.19	480,000	0.18
Public Shareholders	64,795,759	25.00	66,795,759	25.58
			(Note 3)	
Total	259,150,000	100.00	261,150,000	100.00

Notes:

- Perfect Gain Group Limited is 100% owned by Dr. So Shu Fai, who is an executive Director and the Chairman. As such, Dr. So Shu Fai is deemed to be interested in all the Shares in which Perfect Gain Group Limited is interested under the SFO. Ms. Cheng Miu Bing Christina, the spouse of Dr. So Shu Fai, is deemed to be interested in the Shares of the Company held by Dr. So Shu Fai by virtue of the SFO.

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2. Percentage figures are rounded to two decimal places, and certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
3. As part of the principal terms of the Consideration Convertible Bonds, the conversion rights will not be exercised in any manner that would breach any provisions of the Listing Rules, including the requirement to maintain any prescribed minimum percentage of the issued share capital of the Company held by the public. The conversion of the Consideration Convertible Bonds will not result in a change in control of the Company. The dilution effect of the Consideration Conversion Shares set out above assumes that the HK\$5 million of Consideration Convertible Bonds will be transferred to and converted into Shares upon full conversion by Independent Third Parties and is for illustration purposes only, as no written agreement or understanding has been entered into as at the Latest Practicable Date regarding any potential transfer of Consideration Convertible Bonds to any Independent Third Parties or any potential conversion of Consideration Convertible Bonds by any Independent Third Parties.

INFORMATION ON THE VENDOR

As at the Latest Practicable Date, the Vendor, Dr. So Shu Fai, is an executive Director and the Chairman, and the sole director and sole owner of Perfect Gain which is a controlling Shareholder of the Company. Dr. So Shu Fai is also a shareholder holding, directly and indirectly, 877,537 VAX Shares, representing approximately 35.84% of the issued share capital of VAX Limited. Moreover, Dr. So Shu Fai is also one of the directors of VAX Limited.

INFORMATION ON VAX LIMITED

As at the Latest Practicable Date, VAX Limited is principally engaged in the operation of a virtual asset trading platform (“VATP”). It is licensed by the SFC with CE reference BPW549, as a licensed corporation to carry out Type 1 (Dealing in Securities) and Type 7 (Providing Automated Trading Services) regulated activities in Hong Kong under the SFO. It is also a licensed provider of virtual asset service through the operating of a virtual asset trading platform under the AMLO.

The VAX Sale Shares represent approximately 1.46% of the existing total issued share capital of VAX Limited. As at the Latest Practicable Date, the issued shares of VAX Limited are ultimately beneficially owned as to approximately 35.84% by Dr. So Shu Fai (comprising of 32.07% directly and 3.77% through Perfect Gain), a total of approximately 47.18% by co-founders Dr. Ng Wai Leung Anthony and Mr. Fok Siu Leung collectively (including interests held by Excellence Magic Limited), and the remaining of approximately 16.98% by Independent Third Parties which comprise of approximately 6.50% (including directly and indirectly) by Cedar KYY Holdings Limited (which is ultimately beneficially owned by Mr. Tai Kai Hing and Noricap Fund G.P. Limited as to 87.13% and 12.87% respectively) and approximately 10.48% by a total of six ultimate beneficial owners with each of their shareholdings being under 5% of the issued shares of VAX Limited. Excellence Magic Limited is ultimately beneficially owned as to 50% by Dr. Ng Wai Leung, Anthony and 50% by Mr. Fok Siu Leung, both of whom are Independent Third Parties of the Company. To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, save for Dr. So Shu Fai and Perfect Gain, each of the existing shareholders of

LETTER FROM THE BOARD

VAX Limited and its ultimate beneficial owners (where applicable) is an Independent Third Party. As at the Latest Practicable Date, the board of directors of VAX Limited consists of three directors, namely Dr. So Shu Fai, Dr. Ng Wai Leung Anthony and Mr. Fok Siu Leung.

VAX Limited is currently engaged in the business operation of virtual asset over-the-counter (“OTC”) trading services. Its virtual asset off-platform trading business has commenced operation in March 2026. Also, its other services including virtual asset custody services, token listing like real-world assets (“RWA”) primary market placement and RWA secondary on-platform trading, virtual asset futures on-platform trading (subject to the approval by the SFC as applicable), and virtual asset lending and borrowing, margin financing and staking services (subject to the approval by the SFC as applicable) are expected to commence operation during 2026–2027.

VAX Limited holds 100% direct equity interests in 四川瓦可思網絡科技有限公司 (for transliteration purpose only, Sichuan VAX Network Technology Co. Ltd.), which is a company established in the PRC and is principally engaged in the provision of software research and development for trading platform.

The exchange to be operated by VAX Limited will provide a curated venue for professionals and institutions to trade virtual assets and offer catered listing rules and guidance for virtual assets, security tokens and RWA. It aims to run “24/7 real-time” transactions around the clock with market liquidity to allow trading operations to function efficiently and effectively.

VAX Limited is also expanding its horizontal businesses to cover institutional grade custodial services which its subsidiary has received the Trust or Company Service Provider (TCSP) license in 2019 and will operate as a full licensed trust company in compliant with the strictest requirements of anti-money laundering (AML), counter terrorist financing (CTF) and financial action task force (FATF). This custodial arm aims to provide the highest level of clearing and settlement services alongside with an insurance coverage required by the SFC to safeguard investor assets and to enable the investors to retain full control of their assets under institutional grade custody.

In addition, VAX Limited offers other services including OTC services which provide immediate quotation between fiat currency and virtual assets and other distributed ledger technology services to capture the benefits of new technologies. The objective of VAX Limited is to build an end to-end ecosystem with strategic partners and investors to capture the full value chain of virtual assets trading in Hong Kong.

The proposed business plan and expected roll-out timeline of the products/services of VAX Limited is set out below:

- (1) Off-platform trading — operations commenced in March 2026.
- (2) Automated trading platform — technical preparation is ready and the timing of launch will be determined by the board of VAX Limited which is expected to be within 2026.

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- (3) RWA/Security Token Offering (STO) tokenisation, distribution and listing — currently engaged in potential projects for tokenisation, distribution and secondary trading, with the first RWA distribution and trading project expected to launch in 2026.
- (4) Virtual asset derivative trading — currently in the process of finalizing the respective business plan on derivative trading.
- (5) Lending and borrowing — currently engaged in discussions with potential money lenders who would provide lending and borrowing services with virtual asset as collateral, whereby VAX Limited will provide custody services.
- (6) Software-as-a-service — the timing of launch is expected to be in 2026 when the trading and custody systems are ready.
- (7) Custody service — currently engaged in discussions with potential money service operators, bank and stablecoin issuer for providing custody services.

The experience of VAX Limited's management

The responsible officers and managers-in-charge of VAX Limited possess the required expertise and experience to operate and develop its virtual asset businesses, and a brief description of their background and experience are set out as follows:

- (i) Dr. Ng Wai Leung, Anthony (“Dr. Ng”) — Co-founder and Chief Executive Officer

Dr. Ng is a SFC-licensed responsible officer under type 1 (Dealing in Securities) and type 7 (Providing Automated Trading Services) regulated activities. He has over 20 years of experience in finance and business operations, with a proven track record in the fintech and virtual asset industry, and a deep understanding of various financial products. He has worked with top financial institutions, including Morgan Stanley, J.P. Morgan, and Myriad Asset Management. Previously, he held the position of Managing Director of CITIC Futures International, where he provided electronic trading support and services to global clients. Dr. Ng has a DBA from the University of South Australia, an MPhil from The Chinese University of Hong Kong, and a BBA from Hong Kong Baptist University. He has conducted extensive research in artificial neural network, algo trading, and trading systems, which has provided him with unique insights into the latest financial innovations. In 2022, Forbes China recognized Dr. Ng as a Web 3.0 Innovation Pioneer, a testament to his contributions and dedication to the industry.

- (ii) Mr. Fok Siu Leung (“Mr. Fok”) — Co-founder and Chief Operating Officer

Mr. Fok is a SFC-licensed responsible officer under type 1 (Dealing in Securities) and type 7 (Providing Automated Trading Services) regulated activities. He is a seasoned finance professional with a proven track record in compliance and risk management, particularly in the financial crime and anti-money laundering (AML) industry, where he has honed his expertise for over 20 years. He has since transitioned to the fintech and virtual asset industry, where he

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has spent the last 5 years further developing his skills and knowledge. Prior to his work in fintech, Mr. Fok held senior positions in various renowned financial institutions, including HSBC, J.P. Morgan, Citibank, and Deloitte. During his tenure, he served as the Compliance Head of Global Private Bank and Private Wealth Solutions Hong Kong and Asia at HSBC and also worked as the Money Laundering Reporting Officer at J.P. Morgan. Mr. Fok is a qualified CPA registered with the Hong Kong Institute of Certified Public Accountants (HKICPA) and holds a Master's Degree in Professional Accountancy and Corporate Governance from the City University of Hong Kong, a Bachelor's Degree in Laws from the University of London, and a Bachelor's Degree in Civil and Structural Engineering from the Hong Kong University of Science and Technology.

(iii) Mr. Liu Cheng (“Mr. Liu”) — Co-founder and Chief Technology Officer

Mr. Liu is a SFC-licensed responsible officer under type 7 (Providing Automated Trading Services) regulated activities. He has many years of experience in fintech and cloud computing, and is a sophisticated player in the blockchain technology and digital currencies. Previously, he worked for international technology giants, including Alibaba and Ant Financial, and ensured the smooth operation of Double 11 and Double 12 Global Shopping Festivals. Mr. Liu also has rich experience in financial product management as well as research and development of complicated systems. Mr. Liu graduated from the Department of Applied Mathematics, University of Electronic Science and Technology of China (UESTC).

(iv) Mr. Mok Chit Hang (“Mr. Mok”) — Head of Brokerage

Mr. Mok is a SFC-licensed responsible officer under type 1 (Dealing in Securities) regulated activities. He has over 10 years' experience in the financial trading industry and strong knowledge in trading and dealing for both equities and derivative products. He was responsible for handling OTC trading activities in the cryptocurrency space for the past few years. Mr. Mok previously worked at Investec Capital (HK), Ping An Securities (Hong Kong) and UOB Kay Hian. He holds a BA of Finance from Queensland University of Technology.

(v) Mr. Zhou Jiajie (“Mr. Zhou”) — Chief Information Officer and Custody CEO

Mr. Zhou is a SFC-licensed responsible officer under type 7 (Providing Automated Trading Services) regulated activities. Before joining VAX Limited, Mr. Zhou worked as the CTO of Huobi and he was the VP of R&D at AAX. Mr. Zhou has more than 15 years of experience in system development including trading systems, data engineering and blockchain technology, and design of crypto exchange operations including virtual asset spot and futures trading and asset custody processes. Mr. Zhou also worked for different information technology companies including CarGaia, ACU Technology Limited, Atom International Technology Limited, Financial Data Technology Limited, IBM Hong Kong, Social Analytics Limited, Webnova Limited and Transaction Technologies Limited.

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(vi) Mr. Ho Ka-Ming (“Mr. Ho”) — Head of Compliance

Mr. Ho is the manager-in-charge for the compliance department under the SFC licensing regime. He has accumulated more than 20 years of compliance experience from various investment banks. Before joining VAX Limited, Mr. Ho worked as the VP of the APAC Communications and Trade Surveillance Compliance Team of Deutsche Bank. He also worked for various renowned international investment banks, including Citigroup and Credit Suisse AG. Before joining the investment banking industry, Mr. Ho was a Police Constable working for the Hong Kong Police Force from 1991 to 2005.

(vii) Mr. Chow Ho Tak (“Mr. Chow”) — Head of Operations

Mr. Chow is the manager-in-charge for the operations department under the SFC licensing regime. He served as the VP of Trading Operations and Settlement at BC Technology (Hong Kong) Limited. Mr. Chow managed the Hong Kong and overseas operations team to ensure smooth daily operation of cryptocurrency trading and settlement of the on-platform trading system, request-for-quote and OTC markets. Mr. Chow was also responsible to formulate guidelines and standard operations procedures (SOP) for the operations department in compliance with the SFC requirements for type 1 and type 7 regulated activities. He also worked for various SFC-licensed corporations, including Tianda Financial Limited, Mayfair & Ayers Financial Group Limited, Ayers Alliance Securities HK Limited, HSBC and Fulbright Securities Limited. In addition, he has worked in various operation roles with the HKEx with more than 10 years of experience.

The financial information of VAX Group

For the two financial years ended 31 December 2024 and 2025 and the six months ended 30 June 2026, the financial information of VAX Group on a consolidated group level was as follows:

	As at/For the six months ended 30 June 2026 HK\$'000 (unaudited)	As at/For the year ended 31 December 2025 HK\$'000 (audited)	2024 HK\$'000 (unaudited)
Net loss before taxation	(30,098)	(51,806)	(51,250)
Net loss after taxation	(30,123)	(51,883)	(51,336)
Net assets	50,617	49,522	39,982

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The original investment cost of Dr. So Shu Fai in VAX Sale Shares was approximately HK\$6.3 million, which is based on the average investment cost of approximately HK\$174.96 per VAX Share for a total of 35,748 VAX Shares, under the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement, acquired by Dr. So Shu Fai over the period from 22 November 2021 to 31 December 2024.

SHAREHOLDERS' AGREEMENT WITH VAX LIMITED

Upon completion of the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement, the Company will enter into a shareholders' agreement with VAX Limited and its other shareholders (the "**Shareholders' Agreement**"). The Shareholders' Agreement will set out the terms and conditions regulating the affairs, business, control and management of VAX Limited, and the relationship between VAX Limited and each of its shareholders. The principal terms of the Shareholders' Agreement will include the following:

Board constitution and board meeting

The shareholders of VAX Limited agree with each other that unless otherwise unanimously agreed by the shareholders or unless in the event that Excellence Magic Limited, which is one of the shareholders of VAX Limited, exercises its right to appoint a director of VAX Limited, the board of directors shall consist of five directors. In the event that Excellence Magic Limited exercises its right to appoint one director, the board of directors shall consist of six directors. According to the shareholders' agreement of VAX Limited dated 14 August 2023, (a) as Dr. Ng Wai Leung, Anthony and Mr. Fok Siu Leung jointly held more than 51% of VAX Limited at that time, all shareholders then agreed that Excellence Magic Limited (which is owned as to 50% by Dr. Ng Wai Leung, Anthony and 50% by Mr. Fok Siu Leung) has the right to appoint an additional director (other than Dr. Ng Wai Leung, Anthony and Mr. Fok Siu Leung) in VAX Limited, and (b) Dr. So Shu Fai has the right to director appointment in VAX Limited.

The quorum for transacting business at the board meeting shall be two directors, one of which must be the director nominated by Dr. So Shu Fai. The chairperson shall be a director nominated by Dr. So Shu Fai, which arrangement applied to the first year commencing from 14 August 2023, the date of the current shareholders' agreement of VAX Limited. Pursuant to the articles of association of VAX Limited, its board of directors has the right to appoint the chairperson. In the absence of the chairperson at any duly convened meeting of the board of directors, the directors being present shall nominate one of them to preside as the chairman of such meeting of the board. In the event of a deadlock in the meeting of the directors, the director nominated by Dr. So Shu Fai shall have a casting vote.

According to the latest shareholders' agreement of VAX Limited on 14 August 2023, Dr. So Shu Fai, Mr. Tang Yiu Sing, Dr. Ng Wai Leung, Anthony and Mr. Fok Siu Leung may each nominate one director. In addition, all shareholders signing the shareholders' agreement, which includes the above four individuals plus Capxchain Technology Limited, Excellence Magic Limited

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and Nonagon Fintech (HK) Company Limited, may jointly nominate one director. As of 3 August 2026, Dr. So Shu Fai, Dr. Ng Wai Leung, Anthony and Mr. Fok Siu Leung each nominated and appointed themselves as director respectively, resulting in currently a total of three directors.

The Board is of the view that the terms and conditions of the Shareholders' Agreement are fair and reasonable, and in the interests of the Company and its shareholders as a whole.

Matters requiring approval of the shareholders

During the continuance of the Shareholders' Agreement (as defined above), notwithstanding any provisions of the memorandum and articles of association of VAX Limited and the Shareholders' Agreement (as defined above), the shareholders shall each take all steps necessary to ensure that VAX Limited shall not carry out any of the actions as specified in the Shareholders' Agreement (as defined above), including but not limited to (i) save and except to perform the Shareholders' Agreement (as defined above), issuing or agreeing to issue any shares of any class or any securities or investment interests or any loan capital having attached thereto a right of conversion into shares or investment interests, (ii) any change to the scope or nature of the business of VAX Limited and any other business ancillary thereto as carried out by VAX Limited, its subsidiaries and its affiliates at the time being, and (iii) promoting or taking steps to effect winding up of VAX Limited or passing of a resolution to liquidate VAX Limited. No affirmative resolution of the board of directors shall be adopted to carry out the same, except with the prior approval by certain shareholders, including Dr. So Shu Fai. Such approval shall be achieved by the majority voting by show of hands by such shareholders, provided that in case of equality of votes, Dr. So Shu Fai shall have the casting vote.

Right of first refusal

If any shareholder of VAX Limited proposes to transfer any shares of VAX Limited to a third party, the other shareholder(s) of VAX Limited shall have the right of first refusal to purchase such shares.

Notwithstanding the aforementioned, (i) where applicable, any shareholder shall have the right to transfer its entire holding of shares of VAX Limited to (a) the shareholder's parents, spouse or children (each a member of "**Immediate Family**" of such shareholder); provided however that such shareholder and that Immediate Family (as defined above) shall be jointly and severally bound by the Shareholders' Agreement (as defined above), (b) a trust established by such shareholder for the benefit of one or more members of Immediate Family (as defined above) of such shareholder; provided however that both such shareholder and that such trust shall be jointly and severally bound by the Shareholders' Agreement (as defined above); or (c) the shareholder's wholly-owned parent entity or to any entity under the control of such shareholder; and (ii) no shareholder shall transfer any of its shares to any companies that may compete with VAX Limited or its subsidiaries.

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Co-sale right

To the extent that the aforementioned right of first refusal is not exercised by the shareholders who are not selling their shares, each of these shareholders shall have the right to participate in any sale to the third party upon the same terms and conditions, subject to the requirements as set out in the Shareholders' Agreement (as defined above).

Right of first offer

VAX Limited shall grant to each of its shareholders a right to subscribe up to a pro rata share of any new shares that VAX Limited may, from time to time, propose to issue. In the event that a shareholder other than Dr. So Shu Fai fails to exercise its pre-emptive rights, subject to Dr. So Shu Fai's right to purchase the relevant shares, VAX Limited may offer the relevant shares to third-party purchasers on the same terms and conditions.

The Board is of the view that the terms and conditions of the Shareholders' Agreement are fair and reasonable, and in the interests of the Company and its shareholders as a whole.

REASONS FOR AND BENEFITS OF THE PROPOSED VAX ACQUISITION

The Group is principally engaged in the manufacture and sale of jewellery products, sale of precious metals and other raw jewellery materials to customers in Hong Kong and the Chinese Mainland. In addition, on 14 July 2025, the Group announced that its indirect wholly-owned subsidiary entered into a conditional sale and purchase agreement to purchase memberships of the Hong Kong Gold Exchange Limited (香港黃金交易所), formerly known as The Chinese Gold & Silver Exchange Society of Hong Kong (香港金銀業貿易場) ("**Gold Exchange**"), namely the Trading Membership and the Manufacturing Membership of the Gold Exchange (the "**Memberships**") and all rights attaching to the Memberships. The Gold Exchange is the only physical gold and silver exchange in Hong Kong, and with the Memberships, the Group will be able to utilise the Memberships as a means for the Group to facilitate business promotion and expansion of the Group's customer base.

Through the VAX Acquisition, the Group intends to explore the development and opportunities in the tokenization of assets using blockchain technology, in particular, potential tokenization of RWA over products including and not limited to physical gold, commodities, jewellery and/or other precious metals. In view of the recent development of regulations of virtual assets in Hong Kong and around the world, the Group believes that there is significant potential in the development of virtual assets which will enable the Group to leverage the synergies with its existing businesses of jewellery products and the Memberships described above. The entering into of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement in relation to VAX Limited, which is a licensed corporation under the SFO and AMLO to engage in the operation of a VATP, represents a valuable investment opportunity to the Group which will be able to provide synergistic move for the Group's strategical development in virtual assets, including and not limited to VAX Limited providing a regulated trading platform for the Group's potential RWA offerings in future.

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The Company's proposed business plans regarding virtual asset business

By leveraging the Company's existing business background together with the Memberships and the plan of setting up a gold refinery, the Company aims to become a potential issuer and distributor of tokenized RWA over its existing products including but not limited to, gold (“**Gold RWA**”), or jewellery and other precious metals, through the potential investment in VAX Limited. VAX Limited is a fully licensed VATP in Hong Kong that the Company is expected to have business collaboration with, in respect of proposed business plans as follows, which may be subject to change if and when appropriate, subject to the Independent Shareholders' approval at the EGM of the VAX Acquisition: (i) during the first year, establishing the physical gold refinery infrastructure in compliant with the standard of the Gold Exchange, structuring of Gold RWA to meet regulatory requirements, and consulting the SFC for pre-approval and submitting the necessary documentation; and (ii) during the following two years, seeking to engage licensed gold custodian for the underlying physical gold, exploring to implement robust audit and attestation process, and planning the launch of Gold RWA on VAX Limited's VATP, subject to the status and timing of approval by the SFC.

The Company's assessment and expectation of the virtual asset business

The Company's potential focus of the virtual asset business will be mainly in relation to tokenized RWA over gold, or jewellery and other precious metals, which are expected to have synergies with its existing principal businesses. The Company believes that RWA tokenization, which is the process of converting rights to real-world assets into digital tokens on a blockchain, typically involves the procedures of due diligence, legal structuring, professional valuation, development of programmed smart contracts and regulatory compliance, subject to regulatory approval as required. The Board of the Company will be responsible for the execution of the RWA tokenization of the Company and will primarily decide on and engage various professional parties who will advise on the compliance with the relevant regulatory requirements as necessary.

The Company considers that Gold RWA will be a viable virtual asset business and the related business plans will be achievable, based on the following factors:

- (i) Gold RWA has been established as a globally recognized virtual asset. Gold is one of the most universally recognized stores of value, globally traded, and liquid commodity with a mature market and long history, thereby providing a trust-worthy underlying asset with strong investor understanding that other virtual assets may lack. Gold RWA is expected to solve the pain points of physical ownership via tokenization as the digital solution, for example, secure storage, insurance costs, high transaction fees for large amounts, and difficulty in verifying authenticity. Gold RWA tokens, through digitization of physical gold, represent a specific and auditable amount of physical gold to be held in a secure and insured vault, combined with the efficiency of blockchain technology;
- (ii) Gold RWA possesses the characteristics for global adoption, including (a) stability and hedging: unlike cryptocurrencies such as Bitcoin, Gold RWA tokens are designed to track the price of gold, which can serve as a hedge against inflation and market volatility

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of the digital asset ecosystem; (b) accessibility and fractional ownership: Gold RWA can allow users to own a fraction of a gold bar for a small amount of money, increasing the access and diversifying the investor base for a traditionally high-value asset; (c) liquidity and 24/7 trading: Gold RWA tokens can be traded on digital asset exchanges anytime and anywhere, providing liquidity when compared with traditional investment products with gold as the underlying asset or physical bullion markets which have restricted trading hours; and (d) transparency and auditability: the blockchain technology can provide a transparent record of ownership for the Gold RWA tokens whereby the physical gold backing the tokens will be regularly audited and subject to disclosure; and

- (iii) The Company has conducted research on precedents of tokenized Gold RWA listed on global digital exchanges. Accordingly, the Company aims for the Gold RWA tokens to be listed on licensed VATP, like VAX Limited. The Company notes the regulatory circulars and publications relating to virtual assets issued by the Hong Kong Monetary Authority (HKMA) and the SFC and considers that Gold RWA aligns with the recent development of virtual asset regulations in Hong Kong and is compatible with the SFC licensing regime of VATP. In particular, the Company notes that the SFC announced in November 2025 that Hong Kong will introduce a tokenization pilot scheme to promote digital asset trading and investment, to align with the aim of establishing Hong Kong as a major fintech and digital asset hub. Accordingly, the Company expects to benefit from investment in virtual asset business through digital transformation and tokenisation.

The Company considers that Gold RWA tokens will have potential market demand and therefore the management is of the view that it will be beneficial to invest in the building of the virtual asset business described above. The Board considers that the team of VAX Limited has profound knowledge in tokenization and has working relationships with the required professional parties in the industry, and understands that the team of VAX Limited has involved in advising on potential RWA tokenization projects and discussion with the regulators. Despite that the Company has not entered into any agreement or understanding with VAX Limited with respect to the proposed business of Gold RWA tokenization, the Company has agreed with VAX Limited for VAX Limited to facilitate the execution and trading of the Company's proposed Gold RWAs, if and when appropriate, subject to regulatory approval as required.

In accordance with the requirements of the Listing Regulation and Enforcement Newsletter issued in November 2025 which states that an issuer is expected to identify material risks (regulatory, volatility, liquidity and security) and the related mitigation measures for its digital asset-related activities, the Company identifies the related risks and mitigation measures as follows:

- (i) The proposed investment in VAX Limited is in respect of a SFC approved full-licensed VATP, which is required to ensure strict regulatory compliance requirements and subject to the regulator's scrutiny of the volatility, liquidity and security risk management of any of its RWA tokenization activities, if applicable; and

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- (ii) The Company intends that the Gold RWA tokens are proposed to be traded on VAX Limited's licensed VATP, which will be subject to the regulatory pre-approval, if applicable, and VAX Limited's internal control and compliance procedures will ensure that the listing of the proposed Gold RWA tokens will comply with the relevant requirements and mitigate any risks associated with the tokens.

The expected benefits from the Company's proposed investment in VAX Limited

The Company considers that the benefits to be derived from the Company's investment of minority interest in VAX Limited for the development of virtual asset business, are more advantageous than building a virtual asset business on its own or engaging other third party service provider, based on the following reasons:

- (i) Technology and operational know-how: instead of building a virtual asset business by the Group itself which is complex, expensive and time-consuming, the Company as a minority shareholder of VAX Limited will be able to gain access to VAX Limited's technology and knowledge on virtual assets, security protocols, operational practices and market intelligence, which enables the Company to avoid potential pitfalls in executing the virtual asset business like Gold RWA. The Company can align its product development and business strategy with the capabilities and experience of VAX Limited, which will be helpful in ensuring the Company's products are compliant with the SFC requirements;
- (ii) Commercial and network advantages: the Company's minority investment in VAX Limited provides an alignment of interests, making VAX Limited more inclined to partner with the Company and potentially offering better than normal commercial terms for its virtual asset services. So far, the Company has not obtained any quotation from other trading platform offering Gold RWA tokenization and/or trading services, as the Company considers that the potential long-term arrangement with VAX Limited will provide more cost certainty or more favorable terms than market rates from other third party platforms, leading to cost advantages for the Company, and enable the Company to benefit from VAX Limited's sharing of experience in respect of virtual asset product knowledge and compliance standards, creating competitive advantages for the Company's products or services, which may not be available from other third party platforms. Also, the Company is expected to benefit from enhanced credibility in the market, through the association with a SFC-licensed and compliant VATP like VAX Limited, during its business development;
- (iii) Leveraging VAX Limited's compliance expertise and regulatory experience: (a) as VAX Limited has obtained the SFC's approval of the VATP license, the Company will be able to use VAX Limited's licensing experience and execution expertise as a blueprint, to facilitate the Company's understanding of the SFC's regulatory requirements, documentation requirements, and compliance and risk management matters like anti-money laundering/counter-terrorist financing policies and custody solutions; and (b) as VAX Limited has the compliance policies and systems in place which have been

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approved by the SFC, the Company can make references to such policies, as applicable, which will facilitate the efficient structuring of Gold RWA, saving significant time costs, financial and human resources; and

- (iv) As compared to engaging a random VATP service provider which is a short-term or one-off engagement without creating long-term strategic value or building internal expertise within the Company, taking a minority stake in VAX Limited will help the Company to build up internal virtual asset expertise. Due to the limited number of fully licensed VATP service providers in Hong Kong at present, while VAX Limited is one of them, the Company's long-term investment in and strategic partnership with VAX Limited will be beneficial to the realization of the Company's proposed virtual asset business plans including Gold RWA, and helpful in minimizing the potential hurdles and obstacles during business execution by reducing the risk of the Company's virtual asset business development.

The Board considers that there is no impact on the expected benefits of the transaction and the Company's business plans as a result of reducing the number of VAX Sale Shares to be acquired by the Company under the VAX Sale and Purchase Supplemental Agreement, especially regarding Gold RWA, as the Company will continue to establish cooperation with VAX Limited which is not dependent on the number of VAX Sale Shares to be acquired.

The potential synergies of the virtual asset business with the Company's principal businesses

The Company notes that, in the Chief Executive's 2024 Policy Address, the HKSAR Government stated that it would propel Hong Kong as an international gold trading centre and take gold as the entry point to comprehensively build a bulk commodity trading ecosystem, with a particular focus on encouraging users and investors to store and deliver physical gold in Hong Kong. The Company also notes that the Gold Exchange becomes the only physical-spot gold trading platform officially recognised by the HKSAR Government. As the Company has secured the Memberships and plans to possess gold-refining capabilities, the above positive developments for the industry represent potential strategic window to integrate physical gold operations with RWA tokenization and the broader virtual asset sector. By depositing the Gold Exchange-compliant gold bars in locally approved vaults or depositories, investors can obtain access to digital gold assets that are redeemable for physical metal. Accordingly, the Company's development of the virtual asset business including potential issuance of Gold RWA has strong relevance to its existing principal businesses and is expected to create strategic synergy with the Company's current trading and manufacturing business in precious metals and jewellery. In particular, the potential Gold RWA token listing on VAX Limited's VATP is expected to be an additional distribution platform for the gold products manufactured under the Company's newly acquired Memberships and development of gold refinery operations.

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(i) Synergies with the Memberships

The Memberships provide direct access to the Gold Exchange's physical gold market and enable the Company to source, trade, and hold physical gold with institutional credibility, optimal pricing, and secure vaulting. By providing high-quality and verifiable underlying gold asset, the Memberships help the Company to transform the Gold RWA from a conceptual token into a fully-backed and exchange-grade commodity, while reducing the potential risk of the supply chain.

(ii) Synergies with RWA tokenization over the Company's existing products

In terms of digitization and product creation offered by RWA tokenization operations, the physical gold acquired via the Memberships will be under secure custody and digitally represented as fractionalized tokens on a blockchain to be offered to investors. RWA tokenization unlocks liquidity from a traditional gold asset, enables 24/7 global trading, and reduces barriers to entry for retail and institutional investors. The Company expects that its product lines will gain credibility and scalability with the recognition by the Gold Exchange.

(iii) Synergies with VAX Acquisition on the business flows

VAX Limited, as a SFC-licensed VATP, will make available to the Company virtual asset services like token issuance advisory, regulatory compliance support, trading platform access, and investor matching services. The VAX Acquisition is expected to align the incentives of both parties and ensure VAX Limited will provide the required services to the Company, for example, VAX Limited will facilitate the launch, marketing, and secondary trading of the Company's Gold RWAs. The Company's management expects that the VAX Acquisition will benefit the Company as a strategic shareholder, by securing preferred access and commercially favorable terms for VAX Limited's services, by using VAX Limited's distribution network which drives liquidity for Gold RWAs, and by leveraging VAX Limited's regulatory expertise with the SFC and related services which allows the Company to focus on its business development while ensuring the Company's products meet market and regulatory standards.

The experience of the Company's management for the development of the proposed business plans

The Board and the management team of the Company possess professional backgrounds and in-depth experiences from diversified industries covering precious metals and gems management, financial accounting, corporate governance and virtual assets. Accordingly, the Company considers that such composition of expertise and experiences of the Board and the management team will enable the overseeing of the principal businesses as well as the virtual asset business to be carried

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out by the Company, including effectively supervising and implementing the Company's business plans and fulfilling the relevant legal, regulatory and compliance requirements thereof, which are set out as follows:

(i) Dr. So Shu Fai

As the Chairman and Executive Director, Dr. So Shu Fai will be responsible for the strategic direction and overseeing the compliance and marketing of the Gold RWA tokenization business development. His experience and expertise in the virtual asset industry have been gained since 2021 from his due diligence on and investments in VAX Limited, and he has contributed to the Company's proposed business plans through his active involvement in the business development of VAX Limited, including and not limited to gaining a deep understanding of the virtual asset business operations in accordance with the SFC requirements, the virtual asset business lines and business scope of VAX Limited, the overall strategic planning and corporate development of VAX Limited, and the regulatory environment, legal structures and marketing plans for virtual asset business, in particular Gold RWA tokenization. Dr. So has been appointed as a director of VAX Limited on 1 April 2025 and is also the chairman of VAX Limited.

In addition, Dr. So possesses extensive senior management and entrepreneurial experience, as an entrepreneur and an investor in Europe, Hong Kong and Macau, with a diverse business and investment portfolio in entertainment, hospitality, shipping and high technology industry. He is an executive director of China Merchants Land Limited and an executive director of Portline Group. Dr. So graduated with a Bachelor of Science (Hon.) degree from The University of Hong Kong in 1973, and received a doctoral degree in Management Studies from IMC/Southern Cross University in 2001. He was also awarded the Doctor of Social Sciences honoris causa by The University of Macau in 2012, the Honorary University Fellowship by The University of Hong Kong in 2005 and the Honorary Fellowship by HKU SPACE in 2019. Dr. So Shu Fai is a Chartered Secretary and a Chartered Governance Professional and a Fellow member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom, and is responsible for ensuring that the Company's overall governance and compliance matters meet the relevant regulatory standards.

(ii) Mr. Tom Xie

As the Chief Executive Officer and Executive Director, Mr. Tom Xie holds a Master of Science degree and Master's Graduation Certificate in Gemology from China University of Geosciences (Beijing) and has over 20 years of management and operational experience in the jewellery industry, providing in-depth knowledge of the processing, quality control and supply-chain management of physical gold and precious metals. This combination of expertise directly supports the execution of the Gold RWA tokenisation, which is the main component of the Company's proposed virtual asset business.

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(iii) Non-Executive Directors

Both Non-Executive Directors have strong accounting backgrounds, including Mr. Ning Rui who graduated with a degree in International Finance from Sun Yat-sen University and is a Chinese Certified Public Accountant; and Mr. Chan Wai Dune who is a fellow of Hong Kong Institute of Certified Public Accountants. Their experiences enable the Board in overseeing the financial reporting, internal control and taxation aspects of the proposed virtual asset business.

(iv) Independent Non-Executive Directors

The three Independent Non-Executive Directors possess in-depth financial management, accounting and business consulting backgrounds, including Mr. Yau Pak Yue who serves on the listing committee and audit committee of VAX Limited, bringing direct experience in terms of regulatory compliance, risk management, and governance framework relevant to the virtual asset sector; and Mr. Chung Wai Man and Ms. Lin Ying who possess extensive financial industry experiences relating to the professional qualification as Chinese certified public accountant, substantial banking and business consulting expertise. Their experiences provide critical knowledge and skillset essential for supervising the financial reporting, internal control, anti-money laundering measures and risk management aspects of the Company's proposed virtual asset business.

In addition, the Company will consider to engage professional advisers and recruit staff with experience in the structuring and execution of virtual asset listings, if and when necessary. Also, the Company will arrange regular continuing professional development training to the Board members on the latest knowledge, regulations and industry developments in blockchain technology and virtual asset-specific matters, and where necessary, will consider to establish a dedicated committee on virtual asset business. These arrangements to be carried out by the Company aim to properly ensure that the Board maintains the requisite knowledge when implementing the business plans of the virtual asset business and supervising the operations of the virtual asset business.

Potential risks and mitigating factors

The Board has identified several possible risks associated with the potential investment in VAX Limited and the development of the potential RWA business described above. These include regulatory uncertainty arising from the SFC's evolving framework for tokenised products including gold and other real world assets despite the Hong Kong Government's favourable attitude towards establishing Hong Kong as a virtual asset hub in Asia; execution risk in relation to VAX Limited's professional-investor client base and the uncertain trading liquidity of the Gold RWAs; and timeline and business risk arising from possible delay in expected product launch on VAX Limited's trading platform subject to factors like market sentiment and regulatory approval.

To mitigate such potential risks, the Board notes that VAX Limited's professional-investor business model reduces the regulatory risk associated with retail distribution in terms of investor protection. Also, the Company's Memberships with the Gold Exchange provide vertical integration

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capabilities, including and not limited to the ability to cast certified gold bars and participate in physical settlement, which is a competitive edge over other market players that intend to develop Gold RWA.

In respect of the business plans relating to virtual asset which are currently not yet materialised, the Board notes that there may be potential risk of delay in the business development timeline with VAX Limited and considers that as the Company is still in the planning phase of setting up the gold refinery, it has no material impact on the Company's business plan of developing Gold RWA. Accordingly, the Board has considered the value of the proposed investment in VAX Limited in light of the potential delay and the business risk of product launch, and believes that the Company can still benefit from the investment in VAX Limited which will unlock the potential upside in establishing the Company as one of the Gold RWA token issuers with a SFC licensed distribution platform as business partner, with the potential downside mitigated by the Company's existing Memberships with the Gold Exchange which retain value independently and provide the availability of alternative distribution partners if and when needed.

For each of the above potential risks identified relating to the Company's business plan of virtual asset business, the Board confirms that such potential risks may only affect the level of synergistic benefits resulting from the investment in VAX Limited and will not have any material adverse impact on (i) the Company, (ii) its existing business plans, or (iii) its investment in VAX Limited, if the risk materialises.

Shareholders and potential investors should note that VAX Limited is currently at a preliminary development stage and its business plans, operations, and prospects may be subject to uncertainty. The development of each of its business lines may be hindered, delayed, or affected by various risk factors, including and not limited to regulatory risks, changes in the market environment, and the level of investor education and understanding regarding virtual asset investments. Such risk factors may affect VAX Limited's ability to execute its business strategies, achieve its objectives, or sustain its operations. The Board considers that such potential risks are fair and reasonable in view of the development stage of VAX Limited. Despite the Board is confident in the virtual asset experience and background of VAX Limited's management team, there is no assurance as to whether its business lines will be fully developed, commercialized, or operated as currently contemplated.

Having balanced the potential risks against the mitigating factors, the Board considers that the proposed investment in VAX Limited is beneficial for the development of the Company's potential virtual asset business, the risks identified can be mitigated as mentioned above and the possible delay in business development timeline does not undermine the strategic rationale of the proposed investment, hence the Board is satisfied that the expected benefits, including the advantage in relation to Gold RWA tokenisation and access to VAX Limited's licensed distribution platform, outweigh the potential risks. Accordingly, the Board is of the view that the investment in VAX Limited is fair and reasonable and in the best interests of the Company and the Shareholders as a whole having considered the potential risks and mitigating factors set out above.

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The consideration for the VAX Acquisition was determined after arm's length negotiations between the parties to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement with reference to the valuation of VAX Limited as set out in Appendix I to this circular, among others, and the Company is of the view that the VAX Acquisition presents a good investment opportunity in the virtual asset sector with high growth potential and will also provide synergies with the Group's existing businesses including the provision of trading platform for the Gold RWA tokens, which is in the interests of the Company and the Shareholders as a whole.

The Directors (excluding the Independent Board Committee who will express their views after taking into consideration of the advice of the Independent Financial Adviser) consider that the terms and conditions of the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate, although not entered into in the ordinary and usual course of business of the Group, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE COMPANY

The Group is principally engaged in the manufacture and sale of jewellery products, sale of precious metals and other raw jewellery materials to customers in Hong Kong and the Chinese Mainland, among others.

THE VALUATION REPORT

The valuation report was issued by CHFT, the Independent Valuer, on 22 October 2026. As at 31 March 2026 ("**Valuation Date**"), the appraised value of VAX Limited ("**Target Company**") was HK\$1,962 million. The valuation report issued by the Independent Valuer is included in Appendix I of this circular.

The following is a summary of the details of the valuation report reviewed by the Board:

The identity and qualifications of the Independent Valuer

The Independent Valuer, CHFT, is independent of the Group and is a member of the International Valuation Standards Council (IVSC) and regulated by The Royal Institution of Chartered Surveyors (RICS).

Valuation basis

The valuation report is prepared on an equitable value basis. Equitable value is defined as "the estimated price for the transfer of an asset or liability between identified knowledgeable and willing parties that reflects the respective interests of those parties" in accordance with International Valuation Standards published by the International Valuation Standards Council.

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Valuation Methodology

As set out in the valuation report, the cost approach was not adopted in the valuation, as it fails to adequately capture the Target Company's future earnings potential and its intangible assets, such as know-how and established customer relationships. The income approach was also inappropriate as the projections of the Target Company cannot be reliably prepared. In light of the above, the Independent Valuer has selected the market approach as the valuation methodology. Specifically, the Independent Valuer has adopted the comparable transaction method, utilizing publicly-traded comparable companies (the "**Comparable Companies**") to derive the necessary market and temporal adjustments.

Comparable Transaction Method

The comparable transactions method, also known as the guideline transactions method, utilises information about transactions involving assets that are the same or similar to the subject asset to arrive at an indication of value.

Principal assumptions

The Independent Valuer has adopted the following assumptions to reflect the specific circumstances of the Target Company:

- The current laws, regulations, and policies in Hong Kong and other relevant jurisdictions will remain materially unchanged, with no significant shifts in the political, economic, tax, or regulatory environment.
- Long-term macroeconomic factors such as inflation, interest rates, and currency exchange rates are assumed to remain broadly consistent with current levels and will not materially affect the valuation outcome.
- The virtual asset industry and tokenization market are assumed to continue developing along their current trajectory, supported by regulatory clarity and institutional adoption.
- No major unforeseen or force majeure events, including technological disruptions, cybersecurity incidents, or market instability, will occur that could materially impact the Target Company's operations.
- The Target Company will continue to operate as a going concern under its current business model, management structure, and operational scope, retaining sufficient qualified personnel to support its growth and regulatory obligations.
- The management team of the Target Company is assumed to be competent, responsible, and capable of executing the business plan and maintaining regulatory compliance.

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- The Target Company is assumed to be in full compliance with all applicable laws, licensing requirements, and regulatory frameworks, including those governing virtual asset trading, custody, and financial services.
- The accounting policies and financial reporting standards applied in this valuation are assumed to remain materially consistent.
- There are no hidden or unexpected conditions associated with the Target Company's assets, liabilities, or contractual obligations that would materially affect the reported value.
- Any potential bad debts or credit losses are assumed to be immaterial and will not significantly impact the valuation conclusion.
- The financial position as of the preceding transaction date of 27 March 2025 was not materially different from the month-end balance sheet for March 2025.
- All information provided by the Target Company, including business plans and operational details, is assumed to be accurate, complete, and free from material omissions or undisclosed liabilities.
- The financial data and reference information from the Comparable Companies used in the valuation are assumed to be accurate, complete, and sourced from reliable databases.

THE BOARD'S VIEW AND ASSESSMENT OF THE FAIRNESS AND REASONABLENESS OF THE VALUATION APPROACH

The Board has reviewed the methodology, key assumptions and parameters adopted in the valuation of VAX Limited and is of the view that, in respect of the market approach adopted by the Independent Valuer in the valuation of VAX Limited as of 31 March 2026 (the “**Valuation Date**”) subject to the parameters set out in the valuation report, the market approach is an appropriate valuation methodology because VAX Limited is in a regulatory-driven relaunch phase with limited operating revenue and negative earnings, with details and other factors set out in the following. The Board notes that the Independent Valuer has previously considered the income approach, among others, and ultimately determined it to be inappropriate due to the lack of historical financial data and the inherent difficulty in establishing reliable, audit-ready projections for a platform in its early rollout phase. The Board has considered the regulatory-driven nature of the business of VAX Limited and agrees that the market approach currently selected by the Independent Valuer provides a more concrete and verifiable foundation to derive a fair valuation of VAX Limited. In addition, the Board understands from VAX Limited that there was no material adverse change in its business operations and financial performance since 31 March 2026 up to the Latest Practicable Date and is therefore of the view that the valuation of VAX Limited as of the Valuation Date of 31 March 2026 is still relevant and appropriate and represents a fair and reasonable valuation.

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In addition, the Board agrees with the views of the Independent Valuer that as VAX Limited is in a regulatory-driven relaunch phase with limited operating revenue and negative earnings as of the Valuation Date, income- and revenue-based multiples (P/E, P/S, and EV/EBITDA) are not applicable. Also, the Board notes that VAX Limited holds assets predominantly in the form of cash and cash equivalents, which are marked to their fair value, and this asset composition minimizes the risk of valuation distortions commonly associated with historical cost accounting and depreciation policies. Therefore, the P/B and EV/TA multiples are selected, which anchor the valuation directly to VAX Limited's asset base. The Board considers the use of P/B and EV/TA multiples to derive equity value is a widely accepted practice in corporate valuation, particularly for financial and regulated institutions where book value reflects the underlying capital base. The Board also notes that the P/B and EV/TA multiples are used by the Independent Valuer to adjust for the time lapse between the Preceding Transaction Date (as defined below) and the Valuation Date, and considers that these multiples are appropriate given that VAX Limited is an early-stage company for which the use of P/S or P/E or EV/EBITDA multiples are not appropriate and the P/B and EV/TA multiples remain the most robust indicators for an early-stage company like VAX Limited that lacks the operating history required for income-based approach. Accordingly, the Board considers that it is reasonable and appropriate that the equity value of VAX Limited is assessed utilizing both the P/B and EV/TA multiples with equal weighting of these valuation indicators.

On 27 March 2025 (the “**Preceding Transaction Date**”), VAX Limited entered into two subscription agreements with Hong Kong Meridional Insights Co., Limited (“**Meridional**”) and Hong Kong Orientis Co., Limited (“**Orientis**”) respectively. Meridional and Orientis are investment vehicles incorporated in Hong Kong and owned by the same investor with background relating to education and real estate related businesses in the Mainland China and Japan for around 20 years and has been involved in setting up RWA tokenization businesses since 2025. Meridional and Orientis has each subscribed for 5,621 new shares in VAX Limited based on the valuation of US\$220 million (equivalent to approximately HK\$1,707 million) for consideration of US\$500,000 respectively, resulting in a total of approximately 0.46% of the issued shares in VAX Limited (the “**Preceding Transaction**”). The subscription amounts had been fully settled in April 2025. The Board considers that the Preceding Transaction in March 2025 is a suitable and objective benchmark for reference of valuation because it was executed with independent third parties of VAX Limited, providing a clear and objective arm's length reference point. Unlike another earlier preceding transaction relating to investment in the shares of VAX Limited announced by ETS Group Limited (stock code: 8031) on 30 December 2024 which was not a new issue of VAX Shares and was made with Dr. So Shu Fai who already held pre-existing shareholding of approximately 32.22% in VAX Limited then which is not reflective of fair market value as such transaction involved a transfer of VAX Shares between two existing shareholders of VAX Limited, the Preceding Transaction in March 2025 was an arm's length transaction completed without the involvement of non-independent parties (like pre-existing shareholder) of VAX Limited, making it a more representative and robust indicator of the fair market value of VAX Limited. The Board notes that, as there were no other recent comparable transactions available other than the Preceding Transaction, it is inevitable that the valuation of VAX Limited is benchmarked against the Preceding Transaction as the single most recent preceding transaction relating to investment in VAX Shares. The Board considers the use of market approach based on the latest comparable

LETTER FROM THE BOARD

transaction of private equity investment by independent third parties of VAX Limited is sufficient and representative as it is common market practice for valuation of private equity investments to invariably benchmark against the most recent transaction with independent third party under normal circumstances.

The Board has reviewed the valuation report prepared by the Independent Valuer and confirms its view that the market approach is an appropriate valuation methodology given that the amount of consideration for the VAX Acquisition has been reduced by 75% from HK\$100 million to HK\$25 million under the VAX Sale and Purchase Supplemental Agreement, rendering the reduced transaction size similar to that of the Preceding Transaction on 27 March 2025 for which the market approach of valuation is based on. Furthermore, the Board has considered and agrees that although the Independent Valuer has explored the possibility of the income approach, the lack of a reliable, long-term operating track record for a newly launched virtual asset trading platform may render cash flow projections relatively speculative and insufficiently verifiable for valuation purposes. The Board has also considered and agrees that the cost approach, while capturing asset backing, may fail to account for VAX Limited's status as a going concern and the value of its intangible assets. Consequently, the Board is of the view that the market approach remains the only feasible valuation methodology to achieve a fair and reasonable valuation of VAX Limited.

In addition, the Board agrees that it is reasonable for the Independent Valuer to make necessary adjustments reflecting differences in market conditions between the Preceding Transaction Date and the Valuation Date. The Board notes that, to account for the lapse of time between the Preceding Transaction Date on 27 March 2025 and the Valuation Date of 31 March 2026, the Independent Valuer performed time-adjusted analyses on the benchmark multiples to reflect the market conditions prevailing at the Valuation Date, ensuring the data remains representative and pertinent, which results in an increased valuation of HK\$1,962 million as at 31 March 2026. The Board therefore considers that the consideration which was determined based on market approach with reference to the Preceding Transaction in March 2025 of HK\$1,707 million, instead of adopting the latest time lapse adjusted valuation, to be fair and reasonable, which represents approximately 13% discount to the time lapse adjusted valuation.

Based on the Board's due and careful enquiry with regards to the valuation of VAX Limited set out above, the Board is of the view that the consideration for the VAX Acquisition is fair and reasonable on the basis that it is determined based on the valuation of VAX Limited, which is performed by the Independent Valuer using the market approach, and the Directors' assessment that the methodology, key assumptions and parameters adopted in the valuation of VAX Limited are fair and reasonable. For the factors disclosed above, the Board has duly fulfilled their fiduciary duty in the assessment of the fairness and reasonableness of the valuation approach. Also, despite the valuation of VAX Limited conducted by the Independent Valuer with adjustment from the Preceding Transaction Date of 27 March 2025 to the Valuation Date of 31 March 2026 as set out in Appendix I to this circular is HK\$1,962 million which is higher than the valuation for which the consideration for the VAX Sale and Purchase Agreement as amended and supplemented by the

LETTER FROM THE BOARD

VAX Sale and Purchase Supplemental Agreement is based on, the Board still prudently determines the basis of consideration to be made with reference to the valuation of HK\$1,707 million, i.e. the most recent Preceding Transaction on 27 March 2025.

SOURCE OF FUNDING

The consideration of HK\$25 million will be payable by the Company to the Vendor as to HK\$20 million in cash and the balance of HK\$5 million by way of issue of the Consideration Convertible Bonds.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the VAX Acquisition exceeds 5% but is less than 25%, the entering into of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder constitutes a discloseable transaction for the Company and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As at the Latest Practicable Date, Dr. So Shu Fai is a Director, the controlling Shareholder and the Chairman, and is also a shareholder holding, directly and indirectly, 877,537 VAX Shares, representing approximately 35.84% of the issued share capital of VAX Limited. Dr. So Shu Fai is also one of the directors of VAX Limited. Moreover, Perfect Gain, the controlling Shareholder of the Company, is also a shareholder holding 92,267 VAX Shares, representing approximately 3.77% of the issued share capital of VAX Limited. Therefore, VAX Limited is a connected person of the Company. Furthermore, the Vendor of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement is Dr. So Shu Fai and therefore, the Vendor is a connected person of the Company.

Accordingly, the entering into of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate constitute connected transactions of the Company and are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As at the Latest Practicable Date, Mr. Yau Pak Yue is a Director, and is also an audit committee member (for internal control and review of financial reporting of VAX Limited) and a listing committee member (for the listing of tokens and virtual assets on VAX Limited's VATP) of VAX Limited (for the avoidance of doubt, Mr. Yau Pak Yue is not a director of VAX Limited). Accordingly, Mr. Yau Pak Yue is considered to have material interest in the VAX Acquisition and will therefore not be a member of the Independent Board Committee.

The Independent Board Committee, comprising Mr. Chung Wai Man and Ms. Lin Ying, who are Independent Non-Executive Directors, has been formed to advise the Independent Shareholders in respect of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the respective transactions contemplated thereunder.

LETTER FROM THE BOARD

EGM

The EGM will be convened and held at 9/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 11 November 2026 at 11 a.m. for the Independent Shareholders to consider and, if thought fit, approve the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder. A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

As each of Dr. So Shu Fai and Mr. Yau Pak Yue is regarded as having a material interest in the VAX Acquisition, each of Dr. So Shu Fai and Mr. Yau Pak Yue has abstained from voting on the Board resolution(s) for approving the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate. Save as disclosed above, none of the Directors has abstained from voting on the relevant Board resolution(s) for approving the provisions of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder.

All Shareholders who have a material interest (which is different from that of the other Shareholders) in the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder will be required to abstain from voting on the resolution(s) to approve the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder at the EGM.

To the best of the knowledge, information and belief of the Board, having made all reasonable enquiries, Perfect Gain holding 193,874,241 Shares as at the Latest Practicable Date (representing approximately 74.81% of the issued share capital of the Company) is required to abstain from voting on the relevant resolution(s) approving the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder at the EGM. Save as disclosed above, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, as at the Latest Practicable Date, no other Shareholder is required to abstain from voting for the resolution(s) to be proposed at the EGM in respect of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate.

uSmart Securities Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate. The Board decided to appoint uSmart Securities Limited as the Independent Financial Adviser after the term of engagement with Amasse Capital Limited (the previous independent financial adviser as disclosed in the announcement of the Company dated 12 November 2025) was expired by passage of time.

LETTER FROM THE BOARD

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Shareholders who intend to appoint a proxy to attend and vote at the EGM shall complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on all resolution(s) at the general meetings must be taken by poll. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board (excluding the Independent Non-Executive Directors) considers that the terms and conditions of the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate, although not entered into in the ordinary and usual course of business of the Group, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board (excluding the Independent Non-Executive Directors) recommends the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the EGM in relation to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate.

The Independent Board Committee, after taking into account and independently assessing the terms of the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate, and the principal factors and reasons considered by the Independent Financial Adviser and its conclusion and advice as set out in the letter from the Independent Financial Adviser in this circular, concurs with the opinion of the Independent Financial Adviser that (i) the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible Bonds Subscription Supplemental Agreement are not in the ordinary and usual course of business; and (ii) (a) the adoption of market approach instead of income approach, (b) the adoption of the P/B and EV/TA multiples which anchor the valuation to a company's asset base, and (c) the terms of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible

LETTER FROM THE BOARD

Bonds Subscription Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate, being the VAX Acquisition as a whole, are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

The Independent Board Committee and the Independent Financial Adviser considered that the terms of the VAX Acquisition as a whole, are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole. For details, please refer to the letter from the Independent Board Committee in this circular.

ADDITIONAL INFORMATION

Your attention is also drawn to additional information set out in (i) the letter from the Independent Board Committee to the Independent Shareholders; (ii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iii) the appendices to this circular.

Shareholders and potential investors should note that the VAX Acquisition is subject to a number of conditions which may or may not be fulfilled. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

Yours faithfully,
By order of the board of
Domaine Power Holdings Limited
Dr. So Shu Fai
Chairman and Executive Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter of recommendation, prepared for the purpose of incorporation in this circular, from the Independent Board Committee to the Independent Shareholders in respect of approving the the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate.

DOMAINE POWER HOLDINGS LIMITED

域能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 442)

DISCLOSEABLE AND CONNECTED TRANSACTION

PROPOSED VAX ACQUISITION UNDER THE VAX SALE AND PURCHASE AGREEMENT AND THE VAX SALE AND PURCHASE SUPPLEMENTAL AGREEMENT INVOLVING ISSUE OF CONSIDERATION CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

22 October 2026

To the Independent Shareholders

Dear Sir or Madam,

We refer to the circular of the Company dated 22 October 2026 (the “**Circular**”), of which this letter forms part. Capitalised terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to consider, and to advise the Independent Shareholders as to whether the terms and conditions of the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate, are entered into in the ordinary and usual course of business of the Group, fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole; and how the Independent Shareholders should vote at the EGM, after taking into account the recommendation of the Independent Financial Adviser.

uSmart Securities Limited has been appointed by the Board as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

of the Specific Mandate. Details of the advice from the Independent Financial Adviser, together with the reasons for its opinion, the key assumptions made and the factors taken into consideration in forming its opinion, are set out in its letter on pages 56 to 57 of the Circular.

We wish to draw your attention to the letter from the Board set out on pages 6 to 55 of the Circular and the additional information set out in the appendices to the Circular.

Having considered, among other matters, the information as set out in the letter from the Board, the terms and conditions of the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate, the reasons and benefits of the proposed VAX Acquisition as set out in the Circular and the opinion of the Independent Financial Adviser as set out on pages 58 to 106 of the Circular, its conclusion and advice, including and not limited to (a) its view that although the Independent Valuer had previously considered the income approach, it was ultimately determined to be inappropriate because VAX Limited is in a regulatory-driven relaunch phase with limited operating revenue and negative earnings. Consequently reliable and audit-ready cash flow projections cannot be reliably prepared for an income approach to be adopted, rendering the income approach speculative due to the lack of an established operating track record; and (b) the detailed analysis relating to the valuation report prepared by the Independent Valuer in the section headed “The Valuation”, we concur with the opinion of the Independent Financial Adviser that (i) the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible Bonds Subscription Supplemental Agreement are not in the ordinary and usual course of business; and (ii) (a) the adoption of market approach instead of income approach, (b) the adoption of the P/B and EV/TA multiples which anchor the valuation to a company’s asset base, and (c) the terms of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible Bonds Subscription Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate, being the VAX Acquisition as a whole, are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the EGM to approve the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate.

Yours faithfully,
For and on behalf of
the Independent Board Committee
Domaine Power Holdings Limited

Mr. Chung Wai Man
*Independent Non-Executive
Director*

Ms. Lin Ying
*Independent Non-Executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is the text of a letter received from uSmart Securities Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the VAX Acquisition for the purpose of inclusion in this circular.



Unit 2606, 26/F
308 Des Voeux Road Central
Hong Kong

22 October 2026

*To: the independent board committee and the independent shareholders
of Domaine Power Holdings Limited*

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION

PROPOSED VAX ACQUISITION UNDER THE VAX SALE AND PURCHASE AGREEMENT AND THE VAX SALE AND PURCHASE SUPPLEMENTAL AGREEMENT INVOLVING ISSUE OF CONSIDERATION CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

INTRODUCTION

We refer to our engagement as the Independent Financial Adviser to make recommendation to the Independent Board Committee and the Independent Shareholders in respect of the VAX Acquisition, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular dated 22 October 2026 issued by the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

References are made to the announcements of the Company dated 12 November 2025 and 8 September 2026 (the “**Announcements**”). On 12 November 2025 and 8 September 2026, the Company and the Vendor entered into the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder, pursuant to which the Company conditionally agreed to purchase, and the Vendor conditionally agreed to sell, the VAX Sale Shares for a consideration of HK\$25 million. The VAX Sale Shares represent approximately 1.46% of the existing total issued share capital of VAX Limited. The consideration of HK\$25 million will be payable by the Company to the Vendor as to HK\$20 million in cash and the balance of HK\$5 million by way of issue of the Consideration Convertible Bonds.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As referred to in the Letter from the Board, the entering into of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder constitutes a discloseable transaction for the Company and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules. As at the Latest Practicable Date, Dr. So Shu Fai is a Director, the controlling Shareholder and the Chairman, and is also a shareholder holding, directly and indirectly, 877,537 VAX Shares, representing approximately 35.84% of the issued share capital of VAX Limited. Dr. So Shu Fai is also one of the directors of VAX Limited. Moreover, Perfect Gain, the controlling Shareholder of the Company, is also a shareholder holding 92,267 VAX Shares, representing approximately 3.77% of the issued share capital of VAX Limited. Therefore, VAX Limited is a connected person of the Company. Furthermore, the Vendor of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement is Dr. So Shu Fai and therefore, the Vendor is a connected person of the Company. Accordingly, the entering into of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate constitute connected transactions of the Company and are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

With reference to the Letter from the Board, as at the Latest Practicable Date, Mr. Yau Pak Yue is a Director, and is also an audit committee member (for internal control and review of financial reporting of VAX Limited) and a listing committee member (for the listing of tokens and virtual assets on VAX Limited's virtual asset trading platform ("VATP")) of VAX Limited (for the avoidance of doubt, Mr. Yau Pak Yue is not a director of VAX Limited). Accordingly, Mr. Yau Pak Yue is considered to have material interest in the VAX Acquisition and therefore is not a member of the Independent Board Committee.

The Independent Board Committee comprising Mr. Chung Wai Man and Ms. Lin Ying, who are Independent Non-Executive Directors, has been formed to advise the Independent Shareholders as to whether the terms and conditions of the VAX Acquisition, including and not limited to the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder including the issue of the Consideration Convertible Bonds and the grant of the Specific Mandate, are entered into in the ordinary and usual course of business of the Group, fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole; and how the Independent Shareholders should vote at the EGM. We, uSmart Securities Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

OUR INDEPENDENCE

As at the Latest Practicable Date, apart from the existing engagement in relation to the VAX Acquisition, we did not have any business relationship with the Company within the past two years. Save for the normal fees payable to us in connection with this appointment, no arrangement exists

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

whereby we shall receive any fees or benefits from the Company and its subsidiaries or the Directors, chief executive or substantial shareholders (as defined in the Listing Rules) of the Company or any of their associates. We consider there is no relationship or interests with the Company or any other parties that could reasonably be regarded as relevant to our independence and hence we consider ourselves independent to form our opinion in respect of the VAX Acquisition in compliance with Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion with regard to the VAX Acquisition, we have relied on the information and facts supplied, opinions expressed and representations made to us by the management of the Group (the “**Management**”) (including but not limited to those contained or referred to in the Announcements and this Circular). We have assumed that the information and facts supplied, opinions expressed and representations made to us by the Management were true, accurate and complete at the time they were made and continue to be true, accurate and complete in all material aspects until the date of the EGM. We have also assumed that all statements of belief, opinions, expectation and intention made by the Management in this Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in this Circular, or the reasonableness of the opinions expressed by the Group, its management and/or advisers, which have been provided to us.

The Directors have collectively and individually accepted full responsibility for the Circular which includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group and have confirmed, having made all reasonable inquiries, that to the best of their knowledge and belief, the information contained in the 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 in the Circular or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent investigation into the business and affairs or future prospects of the Group, the VAX Group or their respective subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the VAX Acquisition. Our opinion is necessarily based on the market, financial, economic and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. Nothing contained in this letter of advice should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We have not conducted any independent evaluation or appraisal of assets and liabilities in relation to the VAX Acquisition, and we have not been furnished with any such evaluation or appraisal, save and except for the valuation report of VAX Limited (the “**Valuation Report**”) contained in Appendix I to the Circular prepared by CHFT regarding the appraised value of 100% equity interest in VAX Limited. Since we are not experts in the valuation, we have relied solely upon the Valuation Report for the appraised value of VAX Limited as at 31 March 2026 (the “**Valuation Date**”).

Where information in this letter of advice has been extracted from published or otherwise publicly available sources, we have ensured that such information has been correctly and fairly extracted, reproduced or presented from the relevant sources but we did not conduct any independent investigation into the accuracy and completeness of such information.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder, we have taken into consideration the following principal factors and reasons:

1. Background of and reasons for the VAX Acquisition

Information on the Group

The Group is principally engaged in the manufacture and sale of jewellery products, sale of precious metals and other raw jewellery materials to customers in Hong Kong and Chinese Mainland.

Set out below is a summary of audited consolidated financial information of the Group for the two years ended 31 March 2025 and 2026 as extracted from the annual report of the Company for the year ended 31 March 2026 (the “**2026 Annual Report**”):

	For the year ended 31 March 2026	For the year ended 31 March 2025
	<i>(audited)</i>	<i>(audited)</i>
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	157,924	185,477
Loss for the year attributable to owners of the Company	(17,762)	(8,297)

For the year ended 31 March 2026, the Group recorded revenue of approximately HK\$157.9 million, representing a decrease of approximately 14.9% as compared to that of the prior year. According to the 2026 Annual Report, such decrease in revenue was mainly attributable to the Group’s adjustment of its market strategy in response to market

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

trends. During the year, the Group significantly increased the supply of precious metals and raw jewellery materials to the Hong Kong market. At the same time, in response to the government's regulatory measures, the Group reduced the allocation of business resources to gold jewellery products and materials and increased the supply of silver products in the Chinese Mainland market. Therefore, the revenue from sales in Hong Kong increased by approximately 21,699.4% as compared with the year ended 31 March 2025. However, sales revenue from the Chinese Mainland decreased significantly by approximately 35.9% over the same period.

For the year ended 31 March 2026, the Group recorded a loss attributable to owners of the Company of approximately HK\$17.8 million, representing an increase of approximately 114.1% as compared with a loss of approximately HK\$8.3 million for the year ended 31 March 2025. The increase in loss attributable to owners of the Company was mainly due to the decrease in gains on disposal on financial assets at fair value through profit or loss for the year ended 31 March 2026.

To assess whether the VAX Acquisition is in line with the Company's business development strategies, we have reviewed the 2026 Annual Report to get an understanding of the Company's business development strategies. With reference to the 2026 Annual Report, the Group is actively expanding its business scope, especially in the gold business. The Group has completed the acquisition of the Trading Membership and the Manufacturing Membership (the "**Memberships**") of Hong Kong Gold Exchange Limited (香港黃金交易所), formerly known as The Chinese Gold & Silver Exchange Society of Hong Kong (香港金銀業貿易場) ("**Gold Exchange**") in October 2025, and is setting up a gold refinery locally, aiming to form an industrial chain of upstream, midstream, and downstream gold businesses. The Group intends to explore the development and opportunities in the tokenisation of assets using blockchain technology, in particular, tokenisation of real world assets ("**RWA**") over products including and not limited to physical gold, jewellery and/or other precious metals. In view of the recent development of regulations of virtual assets in Hong Kong and around the world, the Group believes that there is significant potential in the development of virtual assets which will enable the Group to leverage the synergies with its existing businesses of jewellery products and the aforementioned Memberships.

As VAX Limited is principally engaged in the operation of a virtual asset trading platform and may facilitate the Group in development of tokenisation of assets, we consider the VAX Acquisition is in line with the business development strategies of the Group as disclosed in the 2026 Annual Report.

Information on the Vendor

As extracted from the Letter from the Board, as at the Latest Practicable Date, the Vendor, Dr. So Shu Fai, is an executive Director and the Chairman, and the sole director and sole owner of Perfect Gain which is a controlling Shareholder of the Company. Dr.

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So Shu Fai is also a shareholder holding, directly and indirectly, 877,537 VAX Shares, representing approximately 35.84% of the issued share capital of VAX Limited. Moreover, Dr. So Shu Fai is also one of the directors of VAX Limited.

The original investment cost of Dr. So Shu Fai in VAX Sale Shares was approximately HK\$6.3 million, which is based on the average investment cost of approximately HK\$174.96 per VAX Share for a total of 35,748 VAX Shares, under the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement, acquired by Dr. So Shu Fai over the period from 22 November 2021 to 31 December 2024.

The consideration of approximately HK\$699.34 for each VAX Sale Share represents a premium of approximately 299.71% as compared to the original investment cost of approximately HK\$174.96 per VAX Share. Having taken into account that (i) historical investment cost may not reflect the latest fair market value of the VAX Sale Shares; (ii) the date of the VAX Sale and Purchase Supplemental Agreement is approximately 1.7 to 4.8 years from the period (from 22 November 2021 to 31 December 2024) during which Dr. So Shu Fai acquired VAX Shares as disclosed in the Letter from the Board; (iii) the VAX Shares were acquired by the Vendor over the period from 22 November 2021 to 31 December 2024, which means the Vendor started his investment in VAX Limited prior to the date of 3 October 2024 when VAX Limited obtained relevant license from the SFC; and (iv) the consideration for the VAX Sale Shares which was determined with reference to the Preceding Transaction instead of adopting the latest time lapse adjusted valuation as set out in the Valuation Report, represents a discount of approximately 13% to the time lapse adjusted valuation, we consider the consideration for the VAX Sale Shares is acceptable.

Information on VAX Limited

As extracted from the Letter from the Board, VAX Limited is principally engaged in the operation of a virtual asset trading platform. It is licensed by the SFC with CE reference BPW549, as a licensed corporation to carry out Type 1 (Dealing in Securities) and Type 7 (Providing Automated Trading Services) regulated activities in Hong Kong under the SFO. It is also a licensed provider of virtual asset service through the operating of a virtual asset trading platform under the AMLO.

The VAX Sale Shares represent approximately 1.46% of the existing total issued share capital of VAX Limited. As at the Latest Practicable Date, the issued shares of VAX Limited are ultimately beneficially owned as to approximately 35.84% by Dr. So Shu Fai (comprising of 32.07% directly and 3.77% through Perfect Gain), a total of approximately 47.18% by co-founders Dr. Ng Wai Leung Anthony and Mr. Fok Siu Leung collectively (including interests held by Excellence Magic Limited), and the remaining of approximately 16.98% by Independent Third Parties which comprise of approximately 6.50% (including directly and indirectly) by Cedar KYY Holdings Limited (which is ultimately beneficially owned by Mr. Tai Kai Hing and Noricap Fund G.P.

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Limited as to 87.13% and 12.87% respectively) and approximately 10.48% by a total of six ultimate beneficial owners with each of their shareholdings being under 5% of the issued shares of VAX Limited. Excellence Magic Limited is ultimately beneficially owned as to 50% by Dr. Ng Wai Leung, Anthony and 50% by Mr. Fok Siu Leung, both of whom are Independent Third Parties. With reference to the Letter from the Board, save for Dr. So Shu Fai and Perfect Gain, each of the existing shareholders of VAX Limited and its ultimate beneficial owners (where applicable) is an Independent Third Party. As at the Latest Practicable Date, the board of directors of VAX Limited consists of three directors, namely Dr. So Shu Fai, Dr. Ng Wai Leung Anthony and Mr. Fok Siu Leung.

VAX Limited is currently engaged in the business operation of virtual asset over-the-counter (“OTC”) trading services. Its virtual asset off-platform trading business has commenced operation in March 2026. Also, its other services including virtual asset custody services, token listing like RWA primary market placement and RWA secondary on-platform trading, virtual asset futures on-platform trading (subject to the approval by the SFC as applicable), and virtual asset lending and borrowing, margin financing and staking services (subject to the approval by the SFC as applicable) are expected to commence operation during 2026–2027.

VAX Limited holds 100% direct equity interests in 四川瓦可思網絡科技有限公司 (for transliteration purpose only, Sichuan VAX Network Technology Co. Ltd.), which is a company established in the PRC and is principally engaged in the provision of software research and development for trading platform.

The exchange to be operated by VAX Limited will provide a curated venue for professionals and institutions to trade virtual assets and offer catered listing rules and guidance for virtual assets, security tokens and RWA. It aims to run “24/7 real-time” transactions around the clock with market liquidity to allow trading operations to function efficiently and effectively.

VAX Limited is also expanding its horizontal businesses to cover institutional grade custodial services which its subsidiary has received the Trust or Company Service Provider (“TCSP”) licence in 2019 and will operate as a full licensed trust company in compliant with the strictest requirements of anti-money laundering, counter terrorist financing and financial action task force. This custodial arm aims to provide the highest level of clearing and settlement services alongside with an insurance coverage required by the SFC to safeguard investor assets and to enable the investors to retain full control of their assets under institutional grade custody.

In addition, VAX Limited offers other services including OTC services which provide immediate quotation between fiat currency and virtual assets and other distributed ledger technology services to capture the benefits of new technologies. The objective of VAX Limited is to build an end-to-end ecosystem with strategic partners and investors to capture the full value chain of virtual assets trading in Hong Kong.

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The proposed business plan and expected roll-out timeline of the products/services of VAX Limited is set out below:

- (1) Off-platform trading — operations commenced in March 2026.
- (2) Automated trading platform — technical preparation is ready and the timing of launch will be determined by the board of VAX Limited which is expected to be within 2026.
- (3) RWA/Security Token Offering tokenisation, distribution and listing — currently engaged in potential projects for tokenisation, distribution and secondary trading, with the first RWA distribution and trading project expected to launch in 2026.
- (4) Virtual asset derivative trading — currently in the process of finalising the respective business plan on derivative trading.
- (5) Lending and borrowing — currently engaged in discussions with potential money lenders who would provide lending and borrowing services with virtual asset as collateral, whereby VAX Limited will provide custody services.
- (6) Software-as-a-service — the timing of launch is expected to be in 2026 when the trading and custody systems are ready.
- (7) Custody service — currently engaged in discussions with potential money service operators, bank and stablecoin issuer for providing custody services.

The responsible officers and managers-in-charge of VAX Limited possess the required expertise and experience to operate and develop its virtual asset businesses. Reference is made to the Letter from the Board for a brief description of their background and experience.

Set out below is the financial information of VAX Group on a consolidated group level for the two financial years ended 31 December 2024 and 2025 and the six months ended 30 June 2026:

	As at/For the six months ended 30 June 2026 HK\$'000 (unaudited)	As at/For the year ended 31 December 2025 HK\$'000 (audited)	As at/For the year ended 31 December 2024 HK\$'000 (unaudited)
Net loss before taxation	(30,098)	(51,806)	(51,250)
Net loss after taxation	(30,123)	(51,883)	(51,336)
Net assets	50,617	49,522	39,982

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With reference to the website of the SFC (<https://www.sfc.hk/en/Welcome-to-the-Fintech-Contact-Point/Virtual-assets/Virtual-asset-trading-platforms-operators/Lists-of-virtual-asset-trading-platforms>), there are 13 virtual asset trading platform operators which have been formally licensed by the SFC, last updated as at 16 October 2026, VAX Limited is the third virtual asset trading platform licensed by the SFC.

As set out in the above table, VAX Group has recorded net losses for the two years ended 31 December 2025 and for the six months ended 30 June 2026. We noted that VAX Limited obtained relevant license from the SFC on 3 October 2024. With reference to the Letter from the Board, VAX Limited is in a regulatory-driven relaunch phase. The valuation of VAX Limited of HK\$1,962 million represents approximately 38.8 times of the net asset value of VAX Limited as at 30 June 2026. We have considered that (i) despite the fact that VAX Group recorded net loss for the year ended 31 December 2024, the Preceding Transaction (as defined below) is based on a valuation of US\$ 220 million (equivalent to approximately HK\$1,707 million) which represented approximately 42.7 times of the net asset value of VAX Limited as at 31 December 2024; and (ii) the target company/group of the Comparable Transactions (as defined below) also recorded recurring losses in substantial periods shortly before their respective transactions, where, (a) EXIO Group Limited recorded net losses for the two years ended 31 March 2025; and (b) Avenir Asset Holding Limited and Bit Trade Inc. recorded net losses for the two years ended 31 March 2023 and for the six months ended 30 September 2024. Nonetheless, the implied P/B of the Comparable Transactions still ranged from approximately 20.0 times to approximately 57.5 times with an average of the implied P/B multiples of the Comparable Transactions of approximately 40.9 times, which suggest that profitability is not the sole criteria in determining valuation for such companies. Accordingly, we consider that the valuation of VAX Limited is still acceptable.

Reasons for and Benefits of the Proposed Vax Acquisition

With reference to the Letter from the Board, the Group is principally engaged in the manufacture and sale of jewellery products, sale of precious metals and other raw jewellery materials to customers in Hong Kong and the Chinese Mainland. In addition, on 14 July 2025, the Group announced that its indirect wholly-owned subsidiary entered into a conditional sale and purchase agreement to purchase the Memberships and all rights attaching to the Memberships. The Gold Exchange is the only physical gold and silver exchange in Hong Kong, and with the Memberships, the Group will be able to utilise the Memberships as a means for the Group to facilitate business promotion and expansion of the Group's customer base.

Through the VAX Acquisition, the Group intends to explore the development and opportunities in the tokenisation of assets using blockchain technology, in particular, potential tokenisation of RWA over products including and not limited to physical gold, commodities, jewellery and/or other precious metals. In view of the recent development

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of regulations of virtual assets in Hong Kong and around the world, the Group believes that there is significant potential in the development of virtual assets which will enable the Group to leverage the synergies with its existing businesses of jewellery products and the Memberships described above. The entering into of the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement in relation to VAX Limited, which is a licensed corporation under the SFO and AMLO to engage in the operation of a VATP, represents a valuable investment opportunity to the Group which will be able to provide synergistic move for the Group's strategical development in virtual assets, including and not limited to VAX Limited providing a regulated trading platform for the Group's potential RWA offerings in future.

The Company's proposed business plans regarding virtual asset business

By leveraging the Company's existing business background together with the Memberships and the plan of setting up a gold refinery, the Company aims to become a potential issuer and distributor of tokenised RWA over its existing products including but not limited to, gold ("**Gold RWA**"), or jewellery and other precious metals, through the potential investment in VAX Limited. VAX Limited is a fully licensed VATP in Hong Kong that the Company is expected to have business collaboration with, in respect of proposed business plans as follows, which may be subject to change if and when appropriate, subject to the Independent Shareholders' approval at the EGM of the VAX Acquisition: (i) during the first year, establishing the physical gold refinery infrastructure in compliant with the standard of the Gold Exchange, structuring of Gold RWA to meet regulatory requirements, and consulting the SFC for pre-approval and submitting the necessary documentation; and (ii) during the following two years, seeking to engage licensed gold custodian for the underlying physical gold, exploring to implement robust audit and attestation process, and planning the launch of Gold RWA on VAX Limited's VATP, subject to the status and timing of approval by the SFC.

The Company's assessment and expectation of the virtual asset business

The Company's potential focus of the virtual asset business will be mainly in relation to tokenised RWA over gold, or jewellery and other precious metals, which are expected to have synergies with its existing principal businesses. The Company believes that RWA tokenisation, which is the process of converting rights to RWA into digital tokens on a blockchain, typically involves the procedures of due diligence, legal structuring, professional valuation, development of programmed smart contracts and regulatory compliance, subject to regulatory approval as required. The Board will be responsible for the execution of the RWA tokenisation of the Company and will primarily decide on and engage various professional parties who will advise on the compliance with the relevant regulatory requirements as necessary.

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With reference to the Letter from the Board, the Company considers that Gold RWA will be a viable virtual asset business and the related business plans will be achievable, based on the following factors:

- (i) Gold RWA has been established as a globally recognised virtual asset. Gold is one of the most universally recognised stores of value, globally traded, and liquid commodity with a mature market and long history, thereby providing a trust-worthy underlying asset with strong investor understanding that other virtual assets may lack. Gold RWA is expected to solve the pain points of physical ownership via tokenisation as the digital solution, for example, secure storage, insurance costs, high transaction fees for large amounts, and difficulty in verifying authenticity. Gold RWA tokens, through digitization of physical gold, represent a specific and auditable amount of physical gold to be held in a secure and insured vault, combined with the efficiency of blockchain technology;
- (ii) Gold RWA possesses the characteristics for global adoption, including (a) stability and hedging: unlike cryptocurrencies such as Bitcoin, Gold RWA tokens are designed to track the price of gold, which can serve as a hedge against inflation and market volatility of the digital asset ecosystem; (b) accessibility and fractional ownership: Gold RWA can allow users to own a fraction of a gold bar for a small amount of money, increasing the access and diversifying the investor base for a traditionally high-value asset; (c) liquidity and 24/7 trading: Gold RWA tokens can be traded on digital asset exchanges anytime and anywhere, providing liquidity when compared with traditional investment products with gold as the underlying asset or physical bullion markets which have restricted trading hours; and (d) transparency and auditability: the blockchain technology can provide a transparent record of ownership for the Gold RWA tokens whereby the physical gold backing the tokens will be regularly audited and subject to disclosure; and
- (iii) The Company has conducted research on precedents of tokenised Gold RWA listed on global digital exchanges. Accordingly, the Company aims for the Gold RWA tokens to be listed on licensed VATP, like VAX Limited. The Company notes the regulatory circulars and publications relating to virtual assets issued by the Hong Kong Monetary Authority and the SFC and considers that Gold RWA aligns with the recent development of virtual asset regulations in Hong Kong and is compatible with the SFC licensing regime of VATP. In particular, the Company notes that the SFC announced in November 2025 that Hong Kong will introduce a tokenisation pilot scheme to promote digital asset trading and investment, to align with the aim of establishing Hong Kong as a major fintech and digital asset hub. Accordingly, the Company expects to benefit from investment in virtual asset business through digital transformation and tokenisation.

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With reference to the Letter from the Board, the Company considers that Gold RWA tokens will have potential market demand and therefore the management is of the view that it will be beneficial to invest in the building of the virtual asset business described above. The Board considers that the team of VAX Limited has profound knowledge in tokenisation and has working relationships with the required professional parties in the industry, and understands that the team of VAX Limited has involved in advising on potential RWA tokenisation projects and discussion with the regulators. Despite that the Company has not entered into any agreement or understanding with VAX Limited with respect to the proposed business of Gold RWA tokenisation, the Company has agreed with VAX Limited for VAX Limited to facilitate the execution and trading of the Company's proposed Gold RWAs, if and when appropriate, subject to regulatory approval as required.

In accordance with the requirements of the Listing Regulation and Enforcement Newsletter issued in November 2025 which states that an issuer is expected to identify material risks (regulatory, volatility, liquidity and security) and the related mitigation measures for its digital asset-related activities, the Company identifies the related risks and mitigation measures as follows:

- (i) The proposed investment in VAX Limited is in respect of a SFC approved full-licensed VATP, which is required to ensure strict regulatory compliance requirements and subject to the regulator's scrutiny of the volatility, liquidity and security risk management of any of its RWA tokenisation activities, if applicable; and
- (ii) The Company intends that the Gold RWA tokens are proposed to be traded on VAX Limited's licensed VATP, which will be subject to the regulatory pre-approval, if applicable, and VAX Limited's internal control and compliance procedures will ensure that the listing of the proposed Gold RWA tokens will comply with the relevant requirements and mitigate any risks associated with the tokens.

In accordance with the guidance set out in the Listing Regulation and Enforcement Newsletter (November 2025) and HKEX Guidance Letter HKEX-GL122-26 (July 2026) ("**GL122-26**"), listed issuers engaging or proposing to engage in digital asset-related activities are expected to provide clear, balanced, and complete disclosure regarding material risks (including regulatory, volatility, liquidity, and security risks), related mitigation measures, risk management systems, and legal/regulatory compliance.

To evaluate whether the risks and mitigation measures identified by the Company are sufficient and appropriate, we have performed independent due diligence, including:

1. Reviewing GL122-26 and benchmarking disclosures under the Letter from the Board against the prescribed disclosure standards and risk management requirements; and

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2. Assessing VAX Limited's regulatory standing as an SFC-licensed VATP (Type 1 and Type 7) and TCSP licensee.

Based on our workdone, we note that the Company has identified and addressed the key risk categories specified under GL122-26 as follows:

- *Regulatory Risk & Compliance:* The Company intends to launch the Gold RWA tokens through VAX Limited, an SFC-licensed VATP. Any token issuance and secondary trading will be subject to regulatory pre-approval by the SFC and VAX Limited's SFC-approved internal compliance procedures, ensuring strict adherence to applicable laws and regulations.
- *Volatility & Liquidity Risk:* The underlying asset is physical gold, which is globally traded, liquid, and historically stable, significantly reducing the intrinsic volatility risk compared to unbacked virtual assets. The launch on a licensed platform provides transparent pricing and 24/7 market access.
- *Security & Asset Safeguarding:* Physical gold will be held in a secure and insured vault, combined with the efficiency of blockchain technology.
- *Operational & Governance Risk:* The Board and the management team possess relevant credentials in gold/jewellery operations, corporate governance, and virtual asset regulation. The Company will also consider engaging professional advisers and conducting continuing professional development training for the Board.
- *Execution & Timeline Risk:* The Board has identified several possible risks associated with the potential investment in VAX Limited and the development of the potential RWA business, including risks in relation with VAX Limited's professional-investor client base and timeline risk arising from possible delays in the expected product launch. In assessing these disclosures, we note that VAX Limited's professional-investor business model reduces the regulatory risk associated with retail distribution in terms of investor protection. Furthermore, with reference to the Letter from the Board, we note that as the Company is still in the planning phase of setting up the gold refinery, the potential risk of delay in the business development timeline with VAX Limited has no material impact on the Company's business plan of developing Gold RWA and does not undermine the strategic rationale of the proposed investment. We also note that the Company's Memberships with the Gold Exchange provide vertical integration capabilities (including the ability to cast certified gold bars and participate in physical settlement), which retain value independently and provide the availability of alternative distribution partners if and when needed.

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Having regard to the above workdone and benchmarking against the HKEX guidance materials, we concur with the Board's assessment and consider that the material risks and mitigation measures identified and disclosed by the Company are sufficient and appropriate.

The expected benefits from the Company's proposed investment in VAX Limited

With reference to the Letter from the Board, the Company considers that the benefits to be derived from the Company's investment of minority interest in VAX Limited for the development of virtual asset business, are more advantageous than building a virtual asset business on its own or engaging other third party service provider, based on the following reasons:

- (i) Technology and operational know-how: instead of building a virtual asset business by the Group itself which is complex, expensive and time-consuming, the Company as a minority shareholder of VAX Limited will be able to gain access to VAX Limited's technology and knowledge on virtual assets, security protocols, operational practices and market intelligence, which enables the Company to avoid potential pitfalls in executing the virtual asset business like Gold RWA. The Company can align its product development and business strategy with the capabilities and experience of VAX Limited, which will be helpful in ensuring the Company's products are compliant with the SFC requirements;
- (ii) Commercial and network advantages: the Company's minority investment in VAX Limited provides an alignment of interests, making VAX Limited more inclined to partner with the Company and potentially offering better than normal commercial terms for its virtual asset services. So far, the Company has not obtained any quotation from other trading platform offering Gold RWA tokenisation and/or trading services, as the Company considers that the potential long-term arrangement with VAX Limited will provide more cost certainty or more favorable terms than market rates from other third party platforms, leading to cost advantages for the Company, and enable the Company to benefit from VAX Limited's sharing of experience in respect of virtual asset product knowledge and compliance standards, creating competitive advantages for the Company's products or services, which may not be available from other third party platforms. Also, the Company is expected to benefit from enhanced credibility in the market, through the association with a SFC-licensed and compliant VATP like VAX Limited, during its business development;
- (iii) Leveraging VAX Limited's compliance expertise and regulatory experience:
 - (a) as VAX Limited has obtained the SFC's approval of the VATP license, the Company will be able to use VAX Limited's licensing experience and execution expertise as a blueprint, to facilitate the Company's understanding of

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the SFC's regulatory requirements, documentation requirements, and compliance and risk management matters like anti-money laundering/counter-terrorist financing policies and custody solutions; and (b) as VAX Limited has the compliance policies and systems in place which have been approved by the SFC, the Company can make references to such policies, as applicable, which will facilitate the efficient structuring of Gold RWA, saving significant time costs, financial and human resources; and

- (iv) As compared to engaging a random VATP service provider which is a short-term or one-off engagement without creating long-term strategic value or building internal expertise within the Company, taking a minority stake in VAX Limited will help the Company to build up internal virtual asset expertise. Due to the limited number of fully licensed VATP service providers in Hong Kong at present, while VAX Limited is one of them, the Company's long-term investment in and strategic partnership with VAX Limited will be beneficial to the realization of the Company's proposed virtual asset business plans including Gold RWA, and helpful in minimizing the potential hurdles and obstacles during business execution by reducing the risk of the Company's virtual asset business development.

With reference to the Letter from the Board, the Board considers that there is no impact on the expected benefits of the transaction and the Company's business plans as a result of reducing the number of VAX Sale Shares to be acquired by the Company under the VAX Sale and Purchase Supplemental Agreement, especially regarding Gold RWA, as the Company will continue to establish cooperation with VAX Limited which is not dependent on the number of VAX Sale Shares to be acquired.

The potential synergies of the virtual asset business with the Company's principal businesses

The Company notes that, in the Chief Executive's 2024 Policy Address, the Government of Hong Kong stated that it would propel Hong Kong as an international gold trading centre and take gold as the entry point to comprehensively build a bulk commodity trading ecosystem, with a particular focus on encouraging users and investors to store and deliver physical gold in Hong Kong. The Company also notes that the Gold Exchange becomes the only physical-spot gold trading platform officially recognised by the Government of Hong Kong. As the Company has secured the Memberships and plans to possess gold-refining capabilities, the above positive developments for the industry represent potential strategic window to integrate physical gold operations with RWA tokenisation and the broader virtual asset sector. By depositing the Gold Exchange-compliant gold bars in locally approved vaults or depositories, investors can obtain access to digital gold assets that are redeemable for physical metal. Accordingly, the Company's development of the virtual asset business including potential issuance of Gold RWA has strong relevance to its existing principal businesses and is expected to create

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strategic synergy with the Company's current trading and manufacturing business in precious metals and jewellery. In particular, the potential Gold RWA token listing on VAX Limited's VATP is expected to be an additional distribution platform for the gold products manufactured under the Company's newly acquired Memberships and development of gold refinery operations.

(i) Synergies with the Memberships

The Memberships provide direct access to the Gold Exchange's physical gold market and enable the Company to source, trade, and hold physical gold with institutional credibility, optimal pricing, and secure vaulting. By providing high-quality and verifiable underlying gold asset, the Memberships help the Company to transform the Gold RWA from a conceptual token into a fully-backed and exchange-grade commodity, while reducing the potential risk of the supply chain.

(ii) Synergies with RWA tokenisation over the Company's existing products

In terms of digitization and product creation offered by RWA tokenisation operations, the physical gold acquired via the Memberships will be under secure custody and digitally represented as fractionalized tokens on a blockchain to be offered to investors. RWA tokenisation unlocks liquidity from a traditional gold asset, enables 24/7 global trading, and reduces barriers to entry for retail and institutional investors. The Company expects that its product lines will gain credibility and scalability with the recognition by the Gold Exchange.

(iii) Synergies with VAX Acquisition on the business flows

VAX Limited, as a SFC-licensed VATP, will make available to the Company virtual asset services like token issuance advisory, regulatory compliance support, trading platform access, and investor matching services. The VAX Acquisition is expected to align the incentives of both parties and ensure VAX Limited will provide the required services to the Company, for example, VAX Limited will facilitate the launch, marketing, and secondary trading of the Company's Gold RWAs. The Company's management expects that the VAX Acquisition will benefit the Company as a strategic shareholder, by securing preferred access and commercially favorable terms for VAX Limited's services, by using VAX Limited's distribution network which drives liquidity for Gold RWAs, and by leveraging VAX Limited's regulatory expertise with the SFC and related services which allows the Company to focus on its business development while ensuring the Company's products meet market and regulatory standards.

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In this respect, we have reviewed the potential synergies described by the Board in the Letter from the Board. In addition, we have also considered (i) the nature associated with the Memberships; (ii) the Company's existing jewellery manufacturing and precious metals trading businesses; and (iii) the licensing status of VAX Limited as an SFC-licensed VATP.

The Memberships give the Company direct access to the Gold Exchange's physical market, allowing it to source, trade and hold physical gold of institutional standards at optimal pricing with secure vaulting. In addition, the Company plans to set up a gold refinery in Hong Kong. For any Gold RWA to be credible, the corresponding tokens should be backed by verifiable, high-quality physical gold held in secure custody. Therefore, the Company's physical gold procurement and trading capabilities together with the proposed gold refinery once established provide the foundation that makes the proposed tokenisation plans operationally feasible, creating a coherent linkage between the Company's capabilities and the future business plan.

Furthermore, VAX Limited, as a licensed VATP, can provide the regulated trading venue, compliance support and secondary market for any Gold RWA that the Company may issue. A successful Gold RWA listed on such a platform could serve as an additional distribution channel for the Company's gold products and may generate additional demand for the physical gold sourced, refined or traded by the Company.

Based on the above, we consider that the potential synergies described by the Board, taken as a whole, is not unreasonable.

To assess whether and how the Company's proposed business plans regarding tokenisation of its gold, jewellery and other precious metals are viable, achievable, and commercially feasible, and whether and how the VAX Acquisition help to achieve the said synergies, we have performed due diligence, including (i) conducting interviews with (a) Dr. So Shu Fai; and (b) management of VAX Limited to understand the potential cooperation between the Company and VAX Limited; and (ii) obtaining and reviewing SFC's circulars/guidelines related to tokenisation of SFC-authorised investment products. We understand from the interviews that:

- (i) the relevant SFC licences of VAX Limited and the Memberships of the Company form the structural basis of the potential cooperation between the Company and VAX Limited. VAX Limited is a licensed corporation to carry out Type 1 (Dealing in Securities) and Type 7 (Providing Automated Trading Services) regulated activities in Hong Kong under the SFO, and also a licensed provider of virtual asset service through the operating of a virtual asset trading platform under the AMLO. VAX Limited operates a VATP

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through which the Group can make potential RWA offering in the future. The Memberships of the Company provide direct access to the Gold Exchange's physical gold market and the Company is setting up a gold refinery locally;

- (ii) the potential cooperation is mutually beneficial to both the Company and VAX Limited. The Company needs to make its potential RWA offering through a licensed VATP. Building a virtual asset business by the Group itself is complex, expensive, time-consuming and subject to regulatory compliance. VAX Limited can provide a VATP as well as technical support to the Company which facilitate potential RWA offering by the Company. If the Company make potential RWA offering through the VATP of VAX Limited successfully, there will be more product(s) being offered/traded through VAX Limited. Accordingly, the potential cooperation facilitates the development of the virtual asset business of the Company as well as the business of VAX Limited; and
- (iii) the Company's development of the virtual asset business including potential issuance of Gold RWA has strong relevance to its existing principal businesses and business plan of setting up a gold refinery and is expected to create strategic synergy. In particular, the potential Gold RWA token to be listing on VAX Limited's VATP is expected to be an additional distribution platform for the gold products to be manufactured under the Company's newly acquired Memberships and development of gold refinery operations.

We consider that the VAX Acquisition will establish a direct equity linkage between the Company and VAX Limited and will elevate the Company from a prospective customer to a strategic stakeholder. The strategic investment in VAX Limited by the Company aligns the economic interests of both parties and is expected to enhance cooperation between both parties. Accordingly, we are of the view that the VAX Acquisition helps to achieve the aforementioned synergies.

In addition, we conducted search to see if gold token offering is viable, achievable and commercially feasible in Hong Kong. We noted that there is gold token offering by a bank in Hong Kong and such gold token is a digital token backed by physical gold bars kept in the bank's vault. Even though the terms and mechanism of the potential offering of Gold RWA token by the Company may not be the same as the gold token offering by a bank, the offering of gold token is not unprecedented in Hong Kong.

In view of the above, we are of the view that the potential cooperation will satisfy certain necessary conditions for the Company's proposed virtual asset business plans. Based on our abovementioned assessment and the market precedent identified, we concur with the Company's view that Gold RWA will be a viable virtual asset business.

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The experience of the Company's management for the development of the proposed business plans

The Board and the management team of the Company possess professional backgrounds and in-depth experiences from diversified industries covering precious metals and gems management, financial accounting, corporate governance and virtual assets. Accordingly, the Company considers that such composition of expertise and experiences of the Board and the management team will enable the overseeing of the principal businesses as well as the virtual asset business to be carried out by the Company, including effectively supervising and implementing the Company's business plans and fulfilling the relevant legal, regulatory and compliance requirements thereof. Reference is made to the Letter from the Board for the expertise and experiences of the Board and the management team.

In addition, the Company will consider to engage professional advisers and recruit staff with experience in the structuring and execution of virtual asset listings, if and when necessary. Also, the Company will arrange regular continuing professional development training to the Board members on the latest knowledge, regulations and industry developments in blockchain technology and virtual asset-specific matters, and where necessary, will consider to establish a dedicated committee on virtual asset business. These arrangements to be carried out by the Company aim to properly ensure that the Board maintains the requisite knowledge when implementing the business plans of the virtual asset business and supervising the operations of the virtual asset business.

We have reviewed the biographical details of the Directors as set out in the Letter from the Board and conducted independent searches of publicly available information. Having regard to the nature of the VAX Acquisition as a minority strategic investment and the Company's stated intention to engage professional advisers for virtual asset-related matters, if and when necessary, we consider the existing expertise of the Board to be adequate to oversee the strategic investment at this stage.

Potential risks and mitigating factors

Independent Shareholders are advised to read details of the potential risks and mitigating factors as set out under the section headed "Reasons for and benefits of the proposed VAX Acquisition" in the Letter from the Board and our analysis as above.

Having taken into account that (i) the benefits of the strategic investment in VAX Limited and the Group's plan to develop Gold RWA tokenization include (a) establishing the Company as one of the Gold RWA token issuers with a SFC licensed distribution platform as business partner; and (b) the potential Gold RWA token to be listed on VAX Limited's VATP is expected to be an additional distribution platform for the gold products to be manufactured under the Company's newly acquired Memberships and development of gold refinery operations; and (ii) the associated risks identified include (a) regulatory uncertainty arising from the SFC's evolving framework for tokenised

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products which can be mitigated through reviewing circulars/documents published by the SFC and/or communication with the SFC; (b) execution risk can be mitigated through cooperation with VAX Limited with technology and operational know-how; (c) uncertain trading liquidity regarding which circulars have been published by the SFC regarding the integration of order books of SFC-licensed VATP operators with those of global affiliate VATP operators to enable shared global liquidity and permitting VATP operators to accept affiliated market makers to enhance liquidity on VATP; and (d) timeline and business risk arising from possible delay in expected product launch does not undermine the strategic rationale, we concurred with the Board's view that the expected benefits of the strategic investment in VAX Limited and the Group's plan to develop Gold RWA tokenization outweigh the potential risks.

Notwithstanding the above, we would like to remind Shareholders and potential investors that VAX Limited is currently at a preliminary development stage and its business plans, operations, and prospects may be subject to uncertainty. The development of each of its business lines may be hindered, delayed, or affected by various risk factors, including and not limited to regulatory risks, changes in the market environment, and the level of investor education and understanding regarding virtual asset investments. Such risk factors may affect VAX Limited's ability to execute its business strategies, achieve its objectives, or sustain its operations. There is no assurance as to whether its business lines will be fully developed, commercialized, or operated as currently contemplated.

Our assessment

In assessing the reasonableness of the Company's stated reasons for and benefits of the proposed VAX Acquisition (including the expected benefits from the Company's proposed investment in VAX Limited), we have (i) reviewed the section headed "Reasons for and benefits of the proposed VAX Acquisition" in the Letter from the Board, the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement; (ii) conducted independent research, taking into account relevant government policies, regulatory publications and market trends and data; and (iii) interviewed the management of the Company and VAX Limited, respectively.

In particular, we have considered:

- (i) The Company's stated intention to explore RWA tokenisation (particularly Gold RWA) by leveraging its existing jewellery and precious metals businesses and its Memberships;
- (ii) The policy framework of the Government of Hong Kong that encourages RWA tokenisation and the concurrent development of Hong Kong as an international gold trading and reserve hub, together with the SFC circulars that broaden the range of products and services of SFC-licensed VATPs as part of

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the initiatives to foster the continued healthy development of the Hong Kong's digital asset ecosystem as well as the growth of the global stablecoin market (as discussed below);

- (iii) Minority ownership in VAX Limited aligns incentives and facilitates a channel for knowledge sharing on security protocols, operational practices and product structuring — the technical competencies that the Company currently lacks in terms of specialised virtual asset infrastructure, and which would be more difficult and costly to obtain as a pure third-party customer;
- (iv) The limited number of fully licensed VATPs in Hong Kong and VAX Limited is one of them;
- (v) VAX Limited holds the relevant SFC and AMLO licences and has responsible officers with the requisite expertise. Its compliance policies and systems have already undergone regulatory scrutiny. This provides the Company with a ready and regulated platform through which it can pursue its virtual asset and Gold RWA plans without having to develop such infrastructure independently; and
- (vi) The Company's long-term investment in and the commercial collaboration with VAX Limited are expected to help reduce certain execution risks associated with the Company's proposed virtual asset business development.

To assess how the minority ownership would facilitate knowledge sharing, operational support or preferential access to VAX Limited's services, we have performed independent due diligence, including (1) discussion with the Company's management to understand its business plan on Gold RWA tokens; (2) discussion with the Responsible Officer and founder of VAX Limited to understand its scope of services on VATP, type of SFC licences, experience and track records on RWA tokenisation business; and (3) obtaining and reviewing SFC's circulars related to tokenisation of SFC-authorised investment products and intermediaries engaging in tokenised securities-related activities.

Based on our due diligence works, we consider that a minority shareholding of approximately 1.46% is not only enhancing a business bonding, but also, from a commercial and strategic perspective, establishing a direct equity linkage which elevates the Company from a prospective third-party customer to a strategic stakeholder. This strategic financial commitment aligns the economic interests of both parties, thereby creating commercial incentives for VAX Limited to facilitate knowledge sharing, operational support and services to be provided.

As advised by the Company, a committed business partner is important to the implementation on its business plan on Gold RWA tokens. The above benefits and flexibility of services provider could not be achieved through ordinary commercial

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arrangements or other licensed VATPs without an upfront agreement and initial payment. Any deviation of service quality of licensed VATPs may incur additional costs and delay on the implementation of business plan.

In addition, during our separate discussions with the Company and VAX Limited, we have been advised that the parties have not entered into any formal agreement or understanding regarding Gold RWA tokenisation at this stage primarily because the Company is still in the process of setting up its gold refinery. As aspects such as actual refinery capacity remain in the developmental stage, it is premature to finalise rigid commercial parameters or binding service-level agreements at this juncture.

Having regard to the above, we consider the reasons for and benefits of the VAX Acquisition described by the Board, taken as a whole, is not unreasonable.

In addition, we noted that according to the “Policy Statement 2.0 on the Development of Digital Assets in Hong Kong” (the “**Policy Statement 2.0**”) released by the Financial Services and the Treasury Bureau on 26 June 2025, the Government of Hong Kong is steadfast in its commitment to establishing Hong Kong as a premier global hub for digital assets — a trusted market where innovation flourishes in a risk-managed manner, delivering concrete benefits to the real economy and financial markets. The Policy Statement 2.0 stated that the Government of Hong Kong will promote the tokenisation of a broader range of assets and financial instruments, demonstrating the versatility of this technology across sectors such as precious metals (e.g. gold) and non-ferrous metals and renewable energy (e.g. solar panel).

In parallel, the Government of Hong Kong has been actively advancing Hong Kong’s development as an international gold trading hub. In the 2025 Policy Address, the Chief Executive set out concrete measures including (i) supporting the expansion of gold storage facilities with a target capacity of over 2,000 tonnes within three years to position Hong Kong as a regional gold reserve hub; (ii) encouraging gold traders to establish or expand refineries in Hong Kong; (iii) establishing a central clearing system for gold; and (iv) supporting the development of new investment products such as tokenised gold. The Hong Kong Precious Metals Central Clearing Company Limited (a wholly government-owned entity) has since been established, and the central gold clearing and settlement system commenced trial operation in July 2026. In the 2026 Policy Address, the Government of Hong Kong further affirmed these initiatives and announced that the central gold clearing and settlement system is targeted for official launch in the first quarter of 2027. Additional measures include exploring an increase in the Exchange Fund’s gold holdings, the introduction of RMB-denominated and physically settled gold futures contracts and tax concessions for physical commodity trading. These initiatives aim to build a comprehensive gold trading, storage, clearing and delivery ecosystem in Hong Kong.

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On 13 November 2025, The Hong Kong Monetary Authority announced the launch of Ensemble^{TX}, which marks the commencement of the pilot phase of Project Ensemble and represents a significant advancement in enabling real-value transactions involving tokenised deposits and digital assets within a controlled pilot environment. Furthermore, according to a Statistical Highlights issued by the Research and Information Division of Legislative Council Secretariat of Hong Kong in June 2025, the market capitalisation of the global stablecoin market saw a 46-time expansion in five years from approximately US\$5 billion in March 2020 to approximately US\$235 billion in March 2025, representing a rapid expansion of the global stablecoin market.

We also noted that the SFC has published two circulars which further developed the VATP regulatory regime in Hong Kong on 3 November 2025, which is shortly before the entering into of the VAX Sale and Purchase Agreement by the Company. The abovementioned circulars describe (1) the expansion of products and services that can be offered by SFC-licensed VATPs; and (2) the integration of order books of SFC-licensed VATP operators with those of global affiliate VATP operators to enable shared global liquidity. On 11 February 2026, SFC has published another circular on permitting VATP operators to accept affiliated market makers, which describes that liquidity on Hong Kong's VATPs remains subdued at the current stage of digital asset market development and SFC has made it a priority to enhance liquidity on VATPs and highlighted the need to attract liquidity providers.

Overall, in view of (a) the policy framework of the Government of Hong Kong that encourages the tokenisation of RWA and the concurrent development of Hong Kong as an international gold trading and reserve hub; (b) circulars published by the SFC to broaden the range of products and services of SFC-licensed VATPs as part of the initiatives to foster the continued healthy development of Hong Kong's digital asset ecosystem; (c) the growth of the global stablecoin market; and (d) our assessment of the Board's stated reasons for and benefits of the VAX Acquisition and the potential synergies, which has taken into account the firm-specific factors relating to the Company and VAX Limited as set out in this letter, we concur with the Company management's view that the VAX Acquisition represents a valuable investment opportunity for the Group's strategic development in virtual assets.

2. Principal terms of the VAX Acquisition

(a) *The VAX Sale and Purchase Agreement (as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement)*

Set out below is a summary of the principal terms of the VAX Sale and Purchase Agreement (as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement), as extracted from the Letter from the Board under the section headed "(I) The VAX Sale and Purchase Agreement (as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement)". Independent Shareholders are advised to read

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further details of the The VAX Sale and Purchase Agreement (as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement) as set out in the Letter from the Board.

Date: 12 November 2025 and 8 September 2026

Parties: (i) The Company (as purchaser); and
(ii) The Vendor (as seller).

Subject Matter: The Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the VAX Sale Shares subject to the terms disclosed in the Letter from the Board.

The VAX Sale Shares represent approximately 1.46% of the existing total issued share capital of VAX Limited.

The Board considers that by reducing the number of VAX Sale Shares to be acquired under the VAX Sale and Purchase Supplemental Agreement will reduce the amount of the overall consideration including reducing the size of the Consideration Convertible Bonds to be issued which will indirectly reduce the potential share dilution to the Company if the Consideration Convertible Bonds are eventually converted or will reduce the cash burden of the Company if the Consideration Convertible Bonds are not converted prior to maturity. Accordingly, the Board is of the view that the reduced number of VAX Sale Shares to be acquired is more prudent and beneficial to the Company with less utilisation of its current cash resources, and without material effect on the benefits of the transaction.

Consideration: HK\$25 million

Basis of determination of consideration: The consideration for the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement was determined after arm's length negotiations between the parties to the VAX Sale and Purchase Agreement and VAX Sale and Purchase Supplemental Agreement with reference to: (i) the preliminary valuation of VAX Limited of not less than HK\$1,707 million; and (ii) the factors set out in the section headed "Reasons for and benefits of the proposed VAX Acquisition" in the Letter from the Board.

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Prior to entering into the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement, the Company had preliminary discussions with the Independent Valuer engaged by the Company in respect of their preliminary views on the value of VAX Limited of not less than HK\$1,707 million and the VAX Sale Shares.

For details of the valuation approach, please refer to the section headed “The Board’s View and Assessment of the Fairness and Reasonableness of the Valuation Approach” in the Letter from the Board.

Further, the Directors noted that paragraph (iii) of the conditions precedent (as disclosed under the heading “Conditions Precedent” in the section headed “(I) The VAX Sale and Purchase Agreement (as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement)” in the Letter from the Board) to the Completion provides that the Company shall have received an independent valuation report for a valuation of VAX Limited (on a 100% non-controlling and non-marketable basis (representing the fair value of a minority interest in a private company)) of not less than HK\$1,707 million and/or the valuation of VAX Sale Shares of not less than HK\$25 million, and such condition precedent may not be waived by any party.

According to the Valuation Report, the valuation of VAX Limited (on a 100% non-controlling and non-marketable basis (representing the fair value of a minority interest in a private company)) is HK\$1,962 million.

Method of settlement of consideration:	The consideration of HK\$25 million will be payable by the Company to the Vendor as to HK\$20 million in cash and the balance of HK\$5 million by way of issue of the Consideration Convertible Bonds by the Company to the Vendor on the Completion Date.
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Completion Date:	Within the third (3rd) Business Day after all the conditions precedent set out in the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement have been satisfied or waived by the parties (or such other date as the parties may agree in writing).
Long Stop Date:	30 June 2027 (or such other date as the parties may agree in writing).
Conditions Precedent:	Completion of the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement is subject to satisfaction or waiver (if applicable) of the conditions as set out under the section headed “(I) The VAX Sale and Purchase Agreement (as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement)” in the Letter from the Board.
Price Adjustment Mechanism:	The VAX Sale and Purchase Supplemental Agreement incorporates a price adjustment mechanism whereby the Company will be compensated with transfer of additional shares in VAX Limited should VAX Limited engage in any fund raising rounds from third party investors (not including rights issues, if any) at a valuation below HK\$1,707 million within 24 months from the date of Completion. The Board considers that this mechanism directly protects the Company from valuation erosion. If subsequent fund raising rounds from third party investors (not including rights issues, if any) imply a lower valuation than HK\$1,707 million, the Company will receive transfer of additional shares in VAX Limited at no further cost, thereby maintaining the economic value of the Company’s investment. The Board believes this is a robust and commercially meaningful safeguard to the Company.

(b) ***The Consideration Convertible Bonds Subscription Agreement (as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement)***

Set out below is a summary of the principal terms of the Consideration Convertible Bonds Subscription Agreement (as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement), as extracted from the Letter from the Board under the section headed “(II) The Consideration Convertible Bonds Subscription Agreement (as amended and supplemented by the Consideration Convertible

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Bonds Subscription Supplemental Agreement)”. Independent Shareholders are advised to read further details of the Consideration Convertible Bonds Subscription Agreement (as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement) as set out in the Letter from the Board.

Date:	12 November 2025 and 8 September 2026
Parties:	(i) The Vendor (as subscriber); and (ii) The Company (as issuer).
Subject Matter:	The Vendor has agreed to subscribe for, and the Company has authorised the creation and issue of the Consideration Convertible Bonds subject to the terms disclosed in the Letter from the Board.
Completion Date:	Within the third (3rd) Business Day after all the conditions precedent set out in the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement have been satisfied or waived by the parties (or such other date as the parties may agree in writing).
Long Stop Date:	30 June 2027 (or such other date as the parties may agree in writing).
Conditions Precedent:	Completion of the Consideration Convertible Bonds Subscription Agreement as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement is subject to satisfaction or waiver (if applicable) of the conditions as set out under the section headed “(II) The Consideration Convertible Bonds Subscription Agreement (as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement)” in the Letter from the Board.

Principal Terms of the Consideration Convertible Bonds

Set out below is a summary of the principal terms of the Consideration Convertible Bonds, as extracted from the Letter from the Board under the section headed “(II) The Consideration Convertible Bonds Subscription Agreement (as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement)”. Independent Shareholders are advised to read further details of the Consideration Convertible Bonds as set out in the Letter from the Board.

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- Principal amount: HK\$5 million
- Interest: The Consideration Convertible Bonds shall not bear any interest
- Maturity Date: The date falling on the third (3rd) anniversary of the date of issue of the Consideration Convertible Bonds
- Conversion Price: HK\$2.50 per Consideration Conversion Share, subject to adjustments as set out and in accordance with the terms and conditions of the Consideration Convertible Bonds. The initial conversion price of HK\$2.50 represents:
- (i) a premium of approximately 320% to the closing price of HK\$0.595 per Share as quoted on the Stock Exchange on the date of the VAX Sale and Purchase Supplemental Agreement;
 - (ii) a premium of approximately 330% to the average closing price of HK\$0.582 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the VAX Sale and Purchase Supplemental Agreement; and
 - (iii) a premium of approximately 330% to the average closing price of HK\$0.582 per Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to the date of the VAX Sale and Purchase Supplemental Agreement.
- Conversion Rights: Holders of the Consideration Convertible Bonds will have the right, during the period commencing on the date of issue of the Consideration Convertible Bonds up to and ending on the third (3rd) Business Day prior to the maturity date of the Consideration Convertible Bonds, to convert in whole or in part of the outstanding principal amount of the Consideration Convertible Bonds into Consideration Conversion Shares, provided that the exercise of the conversion rights will not result in:

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- (a) any mandatory offer obligation under Rule 26.1 of the Takeovers Code being triggered by the holder of the Consideration Convertible Bonds and/or parties acting in concert (as defined in the Takeovers Code) with such holder; or
- (b) the Company being in breach of any provision of the Listing Rules, including the requirement to maintain any prescribed minimum percentage of the issued share capital of the Company held by the public.

Conversion Shares: 2,000,000 Consideration Conversion Shares (based on the initial conversion price of HK\$2.50), representing:

- (i) approximately 0.77% of the existing issued share capital of the Company; and
- (ii) approximately 0.77% of the enlarged issued share capital of the Company upon full conversion of the Consideration Convertible Bonds (assuming no other change in the shareholding structure of the Company).

The conversion of the Consideration Convertible Bonds will not result in a change in control of the Company. The change in the shareholding structure of the Company assuming full conversion of the Consideration Convertible Bonds by the Independent Third Parties is set out in the Letter from the Board.

Adjustment events: The conversion price shall from time to time be subject to adjustment as set out in the Letter from the Board if, whilst any of the Consideration Convertible Bonds remains outstanding, any of the events or circumstances in relation to the Shares of the Company as set out in the Letter from the Board shall occur.

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Redemption: The Consideration Convertible Bonds may be redeemed at the option of the Company (not the bondholder(s)) in whole or part at any time from the date of issue and from time to time prior to seven (7) days ending on the maturity date at the redemption price equal to the outstanding principal amount of the Consideration Convertible Bonds to be redeemed. There are no conditions to be satisfied prior to the exercise of the redemption right.

The Company shall redeem the Consideration Convertible Bonds by repaying the holder(s) of the Consideration Convertible Bonds all outstanding principal amount of the Consideration Convertible Bonds on the maturity date of the Consideration Convertible Bonds.

Transferability: The Consideration Convertible Bonds are transferable except that no Consideration Convertible Bonds shall be transferred to any person who:

- (a) is not independent of the Group or is a connected person of the Company (unless otherwise permitted with prior written consent of the Company); or
- (b) is a party acting in concert (as defined in the Takeovers Code) with any person or shareholder of the Company to the effect that any transfer of the Consideration Convertible Bonds to such transferee(s) and/or the exercise by such transferee(s) of any conversion right attaching to the Consideration Convertible Bonds subject to such transfer will trigger the mandatory offer obligation under Rule 26.1 of the Takeovers Code.

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Ranking of Conversion Shares: The Consideration Conversion Shares allotted and issued upon conversion of the Consideration Convertible Bonds will in all respects rank *pari passu* in all respects with the new shares of the Company already in issue on the conversion date. The Consideration Conversion Shares will be allotted and issued under the Specific Mandate.

Listing: No application will be made by the Company for the listing of the Consideration Convertible Bonds on the Stock Exchange. An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Conversion Shares that may be issued upon the conversion of the Consideration Convertible Bonds.

(c) *Shareholders' Agreement with VAX Limited*

Upon completion of the VAX Sale and Purchase Agreement as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement, the Company will enter into a Shareholders' Agreement with VAX Limited and its other shareholders. The Shareholders' Agreement will set out the terms and conditions regulating the affairs, business, control and management of VAX Limited, and the relationship between VAX Limited and each of its shareholders.

Independent Shareholders are advised to read details of the Shareholders' Agreement as set out in the Letter from the Board.

3. Evaluation of the key terms of VAX Acquisition

(i) *The Consideration*

With reference to the Letter from the Board, the consideration for the VAX Sale Shares which was determined based on market approach with reference to the Preceding Transaction in March 2025 of HK\$1,707 million, instead of adopting the latest time lapse adjusted valuation, represents approximately 13% discount to the time lapse adjusted valuation.

We note that one of the conditions precedent to the Completion is that the Company having received an independent valuation report conducted by an independent valuer for the valuation of VAX Limited (on a 100% non-controlling and non-marketable basis (representing the fair value of a minority interest in a private company)) of not less than HK\$1,707 million and/or the valuation of VAX Sale Shares of not less than HK\$25 million, and such condition precedent may not be waived by the Company or the Vendor.

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The Valuation

We have reviewed the Valuation Report and held a telephone interview with the Independent Valuer to enquire into the methodology adopted for and the basis and assumptions used in the valuation.

- (i) Valuation methodology: We notice that the valuation was primarily based on the market approach. The market approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available. When reliable, verifiable and relevant market information is available, the market approach is the preferred valuation approach. With reference to the Valuation Report, the Independent Valuer selected the market approach, specifically, the comparable transaction method utilising publicly traded comparable companies (the “**Comparable Companies**”) to derive the necessary market and temporal adjustments, instead of the cost approach and the income approach, because (a) the cost approach fails to adequately capture VAX Limited’s going-concern value, future earnings potential, and its significant intangible assets, such as proprietary know-how, established customer relationships, and SFC licenses; and (b) the income approach was previously considered, it was ultimately determined to be inappropriate because VAX Limited is in a regulatory-driven relaunch phase with limited operating revenue and negative earnings. Consequently, reliable and audit-ready cash flow projections cannot be reliably prepared, rendering the income approach speculative due to the lack of an established operating track record. With reference to the Letter from the Board and through our discussion with the Independent Valuer, although the Independent Valuer has explored the possibility of the income approach, the lack of a reliable, long-term operating track record for a newly launched virtual asset trading platform may render cash flow projections relatively speculative and insufficiently verifiable for valuation purposes. We have performed due diligence including, (i) checked the time when VAX Limited obtained relevant license from the SFC; (ii) obtained the audited consolidated financial statements of VAX Limited for the year ended 31 December 2025; and (iii) discussed with the Independent Valuer regarding rationale for the selection of valuation methodology. We noted that VAX Limited obtained relevant license from the SFC in October 2024 and is in regulatory-driven relaunch phase with minimal operating revenue and negative earnings as at 31 December 2025. With reference to the Valuation Report, the income approach provides an indication of value by converting projected cash flow to a single current value and the income approach should be used as the primary basis for a valuation under the following circumstances: (a) the income-producing ability of the asset is the critical element affecting

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value from a market participant perspective; and/or (b) reliable projections of the amount and timing of future income are available for the subject asset, but there are no relevant and reliable market comparables. Having considered that the income approach is based on projected cash flow while reliable cash flow projections of VAX Limited cannot be reliably prepared due to lack of established operating track record, we concurred with the Independent Valuer's view that income approach is inappropriate. Furthermore, regarding the adoption of the market approach, we consider that the market approach is an appropriate and feasible valuation methodology under the circumstances because: (a) it anchors the valuation directly to an observable, arm's-length transaction involving independent third-party subscription in VAX Shares (i.e., the Preceding Transaction in March 2025); and (b) it incorporates prevailing market sentiment and temporal adjustments derived from publicly traded peer companies. By relying on observable market transaction data rather than unverified future cash flow assumptions, the market approach provides an objective and verifiable valuation foundation. Given the constraints of the cost approach and income approach as aforementioned, we are of the view that market approach is an appropriate and feasible valuation methodology in determining the fair value of the equity interest in VAX Limited as compared to cost approach and income approach and the adoption of market approach instead of income approach is fair and reasonable as it avoids assumption regarding future cash flow of VAX Limited which is not based on an established operating track record. As advised by the Company, to form the view on whether the adoption of the market approach instead of the income approach is appropriate, the Board has (i) reviewed the Valuation Report; (ii) assessed the methodology, key assumptions and parameters adopted in the valuation of VAX Limited; (iii) made due and careful enquiry with regards to the valuation of VAX Limited; and (iv) reviewed the financial information of VAX Limited and considered the background of VAX Limited as a newly launched virtual asset trading platform without a reliable, long-term operating track record which may render cash flow projections relatively speculative and insufficiently verifiable for valuation purposes. Accordingly, we consider the Board has performed work done appropriately in forming their view on adoption of market approach instead of income approach.

- (ii) Selection of Comparable Companies: Through our discussion with the Independent Valuer, we understand that the Comparable Companies were selected for the purpose of accounting for the lapse of time between the Preceding Transaction Date of 27 March 2025 and the Valuation Date of 31 March 2026, the Independent Valuer performed time-adjusted analyses on the benchmark multiples to reflect the market conditions prevailing at

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the Valuation Date, ensuring the data remains representative and pertinent. The Comparable Companies were selected to establish a relevant market benchmark for the adopted valuation multiples. The Independent Valuer identified a list of ten globally listed Comparable Companies based on the criteria that (a) they are primarily engaged in the virtual asset exchange industry, with more than 80% of revenue generated from related business activities; (b) they are traded on mature stock exchange; (c) information on the peer firms must be extracted from a reliable source; and (d) no observable outlier can be adopted. We discussed with the Independent Valuer regarding such selection criteria and assessed the appropriateness of the Comparable Companies. Given the similar business activities of VAX Limited and the Comparable Companies, we are satisfied with the selection of the Comparable Companies. Shareholders may refer to the Valuation Report as set out in Appendix I to the Circular for details regarding each of the Comparable Companies.

- (iii) Choice of valuation multiples: Through our discussion with the Independent Valuer, we understand that the relevant valuation multiples were used for the purpose of accounting for the lapse of time between the Preceding Transaction Date of 27 March 2025 and the Valuation Date of 31 March 2026, the Independent Valuer performed time-adjusted analyses on the benchmark multiples to reflect the market conditions prevailing at the Valuation Date, ensuring the data remains representative and pertinent. The Independent Valuer opted for the price-to-book (“P/B”) and enterprise value-to-tangible asset (“EV/TA”) multiples as the valuation multiples. With reference to the Valuation Report, VAX Limited is in a regulatory-driven relaunch phase with limited operating revenue and negative earnings as of the Valuation Date, income and revenue based multiples (price-to-earnings, price-to-sales, and enterprise value-to-EBITDA) are not applicable. We have checked the time when VAX Limited obtained relevant license from the SFC and obtained the audited consolidated financial statements of VAX Limited for the year ended 31 December 2025. Having taken into account that VAX Limited obtained relevant license from the SFC in October 2024 and is in regulatory-driven relaunch phase with minimal operating revenue and negative earnings as at 31 December 2025, we concur with the Independent Valuer that the income and revenue based multiples are not applicable. We have reviewed the Valuation Report and noted that the use of P/B multiples to derive equity value is a widely accepted practice in corporate valuation, particularly for financial and regulated institutions where book value reflects the underlying capital base. The correlation between net asset value (“NAV”) and equity value is inherent in the multiple itself, a change in NAV logically reflects a change in the

company's capital backing and, consequently, its valuation. The use of P/B multiples also serves as a standard metric to assess the value of equity relative to the capital base. To mitigate potential over-reliance on a single NAV-based metric, the Independent Valuer has also applied the EV/TA multiple. We also noted that the P/B and EV/TA multiples are used by the Independent Valuer to adjust for the time lapse between the Preceding Transaction Date and the Valuation Date, given that VAX Limited is an early-stage company for which the use of P/S or P/E or EV/EBITDA multiples are not appropriate and the P/B and EV/TA multiples remain the most robust indicators for an early-stage company like VAX Limited that lacks the operating history required for income-based approach. In addition, we have also reviewed the ETS Announcements (as defined below) and noted that P/B multiple was also adopted in valuation for ETS Transaction (as defined below). Accordingly, we consider that the adoption of asset-based multiples, namely the P/B and EV/TA multiples which anchor the valuation to a company's asset base by the Independent Valuer is fair, reasonable and appropriate given that it is a feasible way as there are limited choices of applicable valuation multiples.

- (iv) Basis for determining the historical valuation premium: The basis for determining the historical valuation premium was VAX Limited's preceding equity financing round, executed on 27 March 2025 (the "**Preceding Transaction**"). With reference to the Valuation Report, the Preceding Transaction was executed based on a stated equity valuation of US\$220.0 million stipulated in the respective subscription agreements. As the financial statements of VAX Limited are denominated in Hong Kong Dollars, this contractually agreed valuation was converted at the prevailing exchange rate as of the Preceding Transaction Date to yield a base equity value of approximately HK\$1.71 billion. To quantify the historical valuation premium attributable to VAX Limited, the implied multiples derived from the Preceding Transaction were directly compared against the corresponding benchmark multiples of the Comparable Companies as of the Preceding Transaction Date. We noted that there are announcements of ETS Group Limited (stock code: 8031) dated 30 December 2024 and 7 January 2025 respectively (collectively, the "**ETS Announcements**") in relation to disposals of shares of VAX Limited (the "**ETS Transaction**"). With reference to the Valuation Report, the Independent Valuer did not take into account the ETS Transaction for valuation because the ETS Transaction consideration was determined by directly applying P/B multiples of a set of listed companies at a different developmental stage, which the Independent Valuer does not consider appropriate. In addition, the Independent Valuer assessed that the ETS Transaction was not reflective of fair market value due to lack of

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independence and the transactional context of ETS Transaction as disclosed in the Valuation Report. We have reviewed the ETS Announcements and noted that (i) the valuation date of 30 November 2024 for the valuation for ETS Transaction was over one year ago as compared to the Valuation Date of the Valuation Report; and (ii) the comparables used in the valuation for the ETS Transaction are other companies, while the basis for determining the historical valuation premium in the Valuation Report is the Preceding Transaction of VAX Limited, transaction of VAX Limited itself may be a more appropriate base for valuation as compared to other companies. With reference to the Letter from the Board, as there were no other recent comparable transactions available other than the Preceding Transaction, it is inevitable that the valuation of VAX Limited is benchmarked against the Preceding Transaction as the single most recent preceding transaction relating to investment in VAX Shares. To evaluate whether adopting the Preceding Transaction as a standalone historical transaction forming the basis of the valuation is sufficient and appropriate, we have conducted search and found a case which adopted a preceding transaction of the company to be valued in valuation of a company engaging in similar business as VAX Limited. We noted that (i) the Preceding Transaction is the most directly comparable transaction involving the subscription of the equity interests in VAX Limited by independent third parties; (ii) other valuation methodologies under the market approach involving other listed comparable companies may not as a good reference as the Preceding Transaction in view of their respective different development stages, target markets, capital structure, as well as the lack of revenue and net loss position of VAX Limited; (iii) the Preceding Transaction is a more recent transaction of VAX Shares which captures the latest market conditions and status of VAX Limited as compared to the ETS Transaction; and (iv) the adoption of a preceding transaction of the company to be valued in valuation is not unprecedented for valuation of company engaging in similar business as VAX Limited, therefore we consider that the Preceding Transaction is a direct and appropriate basis adopted by the Independent Valuer for valuation. In view of the foregoing, we consider that the exclusion of the ETS Transaction from the valuation and the basis for determining the historical valuation premium is acceptable.

- (v) **DLOM:** To ensure a direct comparison with the publicly traded Comparable Companies, the base equity value was adjusted to a non-controlling, marketable basis. Specifically, a Discount for Lack of Marketability (“**DLOM**”) of 20.4% was applied to the HK\$1.71 billion transaction value to compensate for the inherent illiquidity of the private equity shares relative to publicly traded market equivalents. We

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understand that the adopted DLOM was sourced from the Stout Restricted Stock Study Companion Guide (2025 edition) (the “**Stout Guide**”) published by Stout Risius Ross, LLC. We have independently searched for the Stout Guide and noted that the DLOM of 20.4% represents the overall average discount for all 783 private placement transactions in the study, relating to unregistered common stock issued by publicly traded companies from July 1980 through March 2025. Therefore, we consider the DLOM of 20.4% is representative. As VAX Limited is not listed on any stock exchanges, we consider that the application of DLOM is appropriate.

- (vi) Valuation computation: The equity value of VAX Limited was derived by applying the adjusted P/B multiple and the adjusted EV/TA multiple to the corresponding financial metrics as of the Valuation Date. Upon equal weighting of these valuation indicators, the equitable value of 100% equity interest in VAX Limited, on a non-controlling and non-marketable basis, is concluded at HK\$1,962 million. With reference to the Valuation Report that we have reviewed, the P/B and EV/TA multiples of the listed comparable companies are utilised for a dual purpose: adjusting for market-wide temporal changes between the Preceding Transaction Date and the Valuation Date, while dynamically reflecting shifts in VAX Limited’s own asset base, including changes in net book value and total assets. We noted that the 100% equity value of VAX Limited as at 31 March 2026 derived from P/B valuation analysis and EV/TA valuation analysis is approximately HK\$2,782 million and HK\$1,142 million respectively. In view of the purpose of utilising the P/B and EV/TA multiples and the difference in valuation derived from P/B valuation analysis and EV/TA valuation analysis, adopting valuation from both P/B valuation analysis and EV/TA valuation analysis can mitigate potential over-reliance on single NAV-based metric. As the equity value of VAX Limited was assessed utilising both the P/B and EV/TA multiples instead of one of the multiples, we consider the equal weighting of equity value of VAX Limited derived from the adjusted P/B multiple and the adjusted EV/TA multiple respectively is justifiable.

For our due diligence purpose, we have also reviewed and enquired into (i) the terms of engagement of the Independent Valuer with the Company; (ii) the Independent Valuer’s qualification and experience in relation to the preparation of the Valuation Report; and (iii) the procedures taken by the Independent Valuer to arrive at the valuation. From the engagement letter, the company profile and other relevant information (such as company website) provided by the Independent Valuer and based on our interview with them, we understand that the Independent Valuer is a team of professionals with track record of performing equity valuations for listed companies in Hong Kong and we are satisfied with the terms of

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engagement of the Independent Valuer as well as their qualification and experience for preparation of the Valuation Report. The Independent Valuer has also confirmed that they are independent to the Group, the Vendor, the VAX Group and their respective associates.

Further details of the basis and assumptions of the valuation are included in the Valuation Report as set out in Appendix I to the Circular. During our discussion with the Independent Valuer regarding the methodology, basis and assumptions of the valuation, we have not found any material facts which may lead us to doubt the fairness and reasonableness of the methodology, principal basis and assumptions adopted for or the information used in the valuation. Nevertheless, Shareholders should note that valuation of equity interest usually involves assumptions and therefore the valuation may or may not reflect the true market value of the equity interest in VAX Limited accurately.

Cross-checking

Given that (i) the consideration for the VAX Sale Shares of HK\$25 million was determined after arm's length negotiations between the parties to the VAX Sale and Purchase Agreement and VAX Sale and Purchase Supplemental Agreement with reference to, among other things, the valuation of VAX Limited of not less than HK\$1,707 million (which the valuation of VAX Limited on a 100% non-controlling and non-marketable basis as at the Valuation Date appraised by the Independent Valuer (principally anchored to the Preceding Transaction) was HK\$1,962 million); and (ii) the Board considered the Preceding Transaction, namely the subscription of 5,621 new shares in VAX Limited for a consideration of US\$500,000 by each of Hong Kong Meridional Insights Co., Limited and Hong Kong Orientis Co., Limited (both are wholly-owned by the same investor, who is an Independent Third Party), representing approximately an aggregate of 0.46% of the total issued shares in VAX Limited, on 27 March 2025, which was based on a valuation of US\$220 million on a 100% equity basis (equivalent to approximately HK\$1,707 million), to be a suitable and objective benchmark for valuation, we have attempted to cross-check the valuation of the VAX Sale Shares by benchmarking against the Preceding Transaction and adjusting the value with reference to the change in share prices of Hong Kong listed companies considered comparable to VAX Limited, in order to capture market movements between the date of the Preceding Transaction (i.e. 27 March 2025) and the Valuation Date (i.e. 31 March 2026).

For companies comparable to VAX Limited, we have, on a best-effort basis, searched for Hong Kong listed companies in the investment banking and brokerage, investment holdings and asset management, investment companies, and other diversified financial services categories on AASTOCKS.com that (i) engage in

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businesses similar to that of VAX Limited; (ii) provide detailed disclosure of their revenue breakdown in their latest annual reports; and (iii) generate over 50% of their revenue from operating virtual asset businesses.

Within the selected categories on AASTOCKS.com, only OSL Group Limited (stock code: 863, “**OSL**”), HashKey Holdings Limited (stock code: 3887, “**HashKey**”), and Bitfire Group Holdings Limited (stock code: 1611, “**Bitfire**”) met the criteria. However, since HashKey has only been listed since 17 December 2025 (representing less than one year of trading history up to the Valuation Date), its inclusion may not be appropriate for this exercise. Accordingly, OSL and Bitfire have been selected as the final comparable companies (the “**Cross-Check Comparables**”). The descriptions and percentage changes in share prices of the Cross-Check Comparables between the Preceding Transaction Date and the Valuation Date are set out below:

Stock Code	Company		% Change in Share Price (27 March 2025– 31 March 2026)
	Name	Company Description	
863	OSL	OSL is principally engaged in the digital assets and blockchain platform business in Hong Kong, Australia, Japan, Europe, Bermuda and Indonesia. The group obtained the licence from the SFC to operate a VATP in April 2024.	60.7%
1611	Bitfire	Bitfire is principally engaged in the provision of technology solution services and a variety of services in virtual asset ecosystem, such as asset management, trust and custodian businesses and crypto asset trading, in the PRC (including Hong Kong) and Japan.	27.2%

Source: the website of the Stock Exchange and the annual reports of OSL for the year ended 31 December 2025 and of Bitfire for the year ended 30 September 2025.

Although OSL and Bitfire are at relatively more mature stages of development compared with VAX Limited, their share price movements over the relevant period provide a useful market-based proxy for changes in investor sentiment toward virtual-asset businesses in the region.

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Applying these share price changes to the Preceding Transaction, the most recent arm's-length transaction involving the acquisition of shares in VAX Limited from an Independent Third Party, to infer the theoretical value of VAX Limited as at the Valuation Date provides an additional perspective for cross-checking whether the Independent Valuer's appraised value and the value implied by the consideration on a 100% basis are fair and reasonable.

During the period between the Preceding Transaction Date and the Valuation Date, the share prices of OSL and Bitfire increased by approximately 60.7% and 27.2% respectively, representing an average increase of approximately 44.0%.

Based on the 100% equity valuation of approximately HK\$1,707 million derived from the Preceding Transaction, applying the average increase of approximately 44.0% yields an implied valuation of approximately HK\$2,457.2 million. This market-derived reference value is higher than both (i) the valuation of VAX Limited appraised by the Independent Valuer on a 100% non-controlling and non-marketable basis and (ii) the implied 100% equity value of VAX Limited derived from the HK\$25 million consideration. The fact that both the appraised valuation and the implied 100% equity value of VAX Limited derived from the consideration are at a discount to this market-derived reference provides additional support that the consideration is not unreasonable.

Comparable Transaction analysis

In addition to reviewing the Valuation Report and the cross-checking as discussed above, we have conducted an independent search for comparable transactions which satisfy the following criteria to further assess the fairness and reasonableness of the consideration of the VAX Sale Shares: (a) acquisition of equity interest in a target company/group by companies listed on the Stock Exchange regarding which their circulars were published under the headline category of notifiable transactions or connected transaction on the website of the Stock Exchange during the period from 12 November 2024 to 8 September 2026, being a period of over twenty-one (21) months starting from one year before the date of the VAX Sale and Purchase Agreement and ending on the date of the VAX Sale and Purchase Supplemental Agreement; and (b) the acquisition target company/group is engaged in similar business as VAX Limited in Asia, e.g. has a virtual asset trading platform or is a licensed virtual currency exchange service provider. To the best of our knowledge and endeavour we have exhaustively identified three (3) comparable transactions which meet the criteria (the “**Comparable Transactions**”). We are of the view that the Comparable Transactions provide us with a reference of the recent market pricing of acquisition of equity interesting in

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target companies which engages in similar business as VAX Limited. Given that (i) income and revenue based multiples are not applicable since VAX Limited obtained relevant license from the SFC in October 2024 and is in regulatory-driven relaunch phase with minimal operating revenue and negative earnings as at 31 December 2025; and (ii) the target company/group of the Comparable Transactions also recorded recurring losses in substantial periods shortly before their respective transactions, where, (a) EXIO Group Limited recorded net losses for the two years ended 31 March 2025; and (b) Avenir Asset Holding Limited and Bit Trade Inc. recorded net losses for the two years ended 31 March 2023 and for the six months ended 30 September 2024, we consider that adopting the implied P/B multiples of the Comparable Transactions is appropriate as it's a feasible way for comparison purpose. It should be noted that (a) the business operations, prospects and capital structure of the VAX Limited/VAX Group are not exactly the same as the target company/group in the Comparable Transactions; and (b) the transaction background of the VAX Acquisition is not the same as the Comparable Transactions, and we have not conducted any in depth investigation into the business operations, prospects and capital structure of target company/group in the Comparable Transactions as well as the transaction background of the Comparable Transactions. Set out below are our relevant findings:

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Date of Circular	Company Name	Stock Code	Connected Transaction	Name of Target Company	Percentage of Total Equity Interest/Total Issued Share Capital of Target Company being acquired	Consideration (HK\$)	Implied Target Company/ Group Value (HK\$)	NAV (HK\$)	Implied P/B
21 January 2026	CAI Corp (formerly known as China New Economy Fund Limited)	80	Yes	EXIO Group Limited (Note 4)	3.15%	19,299,999.96	612,698,411.43	30,600,000.0	20.0 (Note 3)
14 March 2025	Sinohope Technology Holdings Limited (now known as Bitfire Group Holdings Limited)	1611	Yes	Avenir Asset Holding Limited (Note 5)	100.00%	237,604,273.76	237,604,273.76	5,249,400.0 (Note 7)	45.3
14 March 2025	Sinohope Technology Holdings Limited (now known as Bitfire Group Holdings Limited)	1611	Yes	BitTrade Inc. (Note 6)	7.69%	21,601,594.72	280,905,002.86	4,882,800.0 (Note 7)	57.5
22 October 2026	The Company	442	Yes	VAX Limited	1.46%	25,000,000.00	1,712,328,767.12	50,617,000.0 (as at 30 June 2026)	33.8 (based on NAV as at 30 June 2026)
								Minimum Maximum Median Average	20.0 57.5 45.3 40.9

Source: the website of the Stock Exchange

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Notes:

- (1) The implied target company/group value were calculated based on the respective percentage of total equity interest/total issued share capital of target company being acquired and their respective consideration.
- (2) NAV as disclosed in respective announcement/circular.
- (3) The implied P/B multiples were calculated based on the implied target company/group value and their respective NAV.
- (4) EXIO Group Limited is a company incorporated in the Cayman Islands in 2023 with its principal place of business in Hong Kong, and its subsidiary, EXIO Limited, is a virtual asset trading platform licensed in Hong Kong. EXIO Limited is a licensed corporation to carry out Type 1 (dealing in securities) and Type 7 (providing automated trading services) regulated activities under the SFO with the principal business of virtual asset exchange and virtual asset custody, which can provide assurance compliance, safeguard client assets, ensure system integrity, and protect investors. EXIO Limited also possesses expertise in providing technology and service of blockchain and Web3 infrastructure.
- (5) Avenir Asset Holding Limited is a company incorporated in the BVI with limited liability and is principally engaged in investment holding. Target company indirectly holds approximately 84.62% of the issued share capital of BitTrade Inc.. BitTrade Inc. is a company incorporated in Japan with limited liability in 2016 and is principally engaged in cryptocurrency trading business. In addition, BitTrade is a licensed virtual currency exchange service provider (registered with the Cryptoasset Exchange Service Provider — Director of the Kanto Finance Bureau No.00007* (暗號資産交換業—關東財務局長第00007號牌照) and Type I Financial Instruments Business — Kanto Local Finance Bureau (FIBO) No.3295* (第一種金融商品取引業—關東財務局長(金商)第3295號牌照)).
- (6) BitTrade Inc. is a company incorporated in Japan with limited liability in 2016 and is principally engaged in cryptocurrency trading business. In addition, BitTrade is a licensed virtual currency exchange service provider (registered with the Cryptoasset Exchange Service Provider — Director of the Kanto Finance Bureau No.00007* (暗號資産交換業—關東財務局長第00007號牌照) and Type I Financial Instruments Business — Kanto Local Finance Bureau (FIBO) No.3295* (第一種金融商品取引業—關東財務局長(金商)第3295號牌照)).
- (7) Based on the exchange rate of United States Dollar1: HK\$7.80.

The implied P/B multiples of the Comparable Transactions range from approximately 20.0 times to approximately 57.5 times, median of the implied P/B multiples of the Comparable Transactions is approximately 45.3 times and average of the implied P/B multiples of the Comparable Transactions is approximately 40.9 times. Based on the consideration of the VAX Sale Shares of HK\$25 million and the NAV of VAX Group as at 30 June 2026 of approximately HK\$50,617,000 disclosed in the Letter from the Board, the implied P/B multiple of the VAX Acquisition is approximately 33.8 times. As such, we noted that the implied P/B multiple of the VAX Acquisition is (i) within the implied P/B multiple range of the Comparable Transactions; and (ii) below the median and average of the implied P/B multiples of the Comparable Transactions.

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Price Adjustment Mechanism

With reference to the Letter from the Board, the VAX Sale and Purchase Supplemental Agreement incorporates a price adjustment mechanism whereby the Company will be compensated with transfer of additional shares in VAX Limited should VAX Limited engage in any fund raising rounds from third party investors (not including rights issues, if any) at a valuation below HK\$1,707 million within 24 months from the date of Completion.

According to the VAX Sale and Purchase Supplemental Agreement, the additional VAX Shares to be transferred by the Vendor will be at no further cost to the Company and the number of additional VAX Shares should be necessary so that the aggregate consideration of HK\$25 million paid by the Company for the VAX Sale Shares, divided by the aggregate number of the VAX Sale Shares together with such additional VAX Shares, is equal to the price per VAX Share paid by the investors in relevant financing.

Given that the price adjustment mechanism protects the Company's investment in VAX Limited from valuation erosion to some extent and at no additional cost to the Company, we consider the price adjustment mechanism is favourable to the Company and is fair and reasonable.

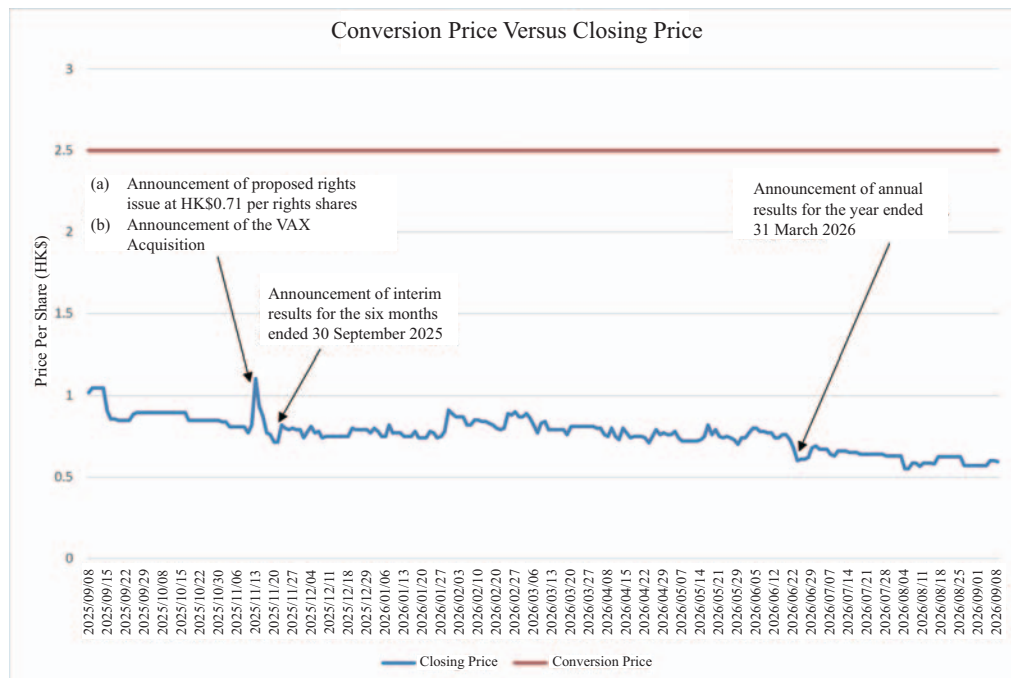
Having taken into account that (i) the consideration for the VAX Sale Shares which was determined with reference to the Preceding Transaction instead of adopting the latest time lapse adjusted valuation as set out in the Valuation Report, represents a discount of approximately 13% to the time lapse adjusted valuation; (ii) implied P/B multiple of the VAX Acquisition is within the implied P/B multiple range of the Comparable Transactions and below the median and average of the implied P/B multiples of the Comparable Transactions; and (iii) the price adjustment mechanism, we are of the view that the consideration of the VAX Sale Shares is acceptable.

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(ii) *Consideration Convertible Bonds*

(a) *Historical Share Price Performance*

In order to assess the fairness and reasonableness of the initial conversion price of HK\$2.50 for each of the Consideration Conversion Shares (the “**Conversion Price**”), we have reviewed the daily closing prices of the Shares from 8 September 2025 to 8 September 2026, being approximately one year prior to and including the date of the VAX Sale and Purchase Supplemental Agreement (the “**Review Period**”). We consider that the Review Period is adequate to illustrate the recent price movement of the Shares for conducting a reasonable comparison between the Conversion Price and the historical closing prices of the Shares for the Review Period. Such comparison is relevant for the assessment of the fairness and reasonableness of the Conversion Price. The following diagram sets out the daily closing prices of the Shares on the Stock Exchange during the Review Period:



Source: the website of the Stock Exchange

During the Review Period, the range of the closing price per Share was between HK\$0.55 recorded on 4 August 2026 and 5 August 2026 and HK\$1.104 recorded on 13 November 2025 with an average closing price per Share of approximately HK\$0.765.

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The closing price of the Shares was generally on a downward trend from the beginning of the Review Period to 11 November 2025. The closing price of the Shares surged to HK\$1.104 on 13 November 2025 subsequent to the publication of the announcements of the Company on 12 November 2025 in relation to (a) 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; and (b) the VAX Acquisition. Thereafter, the closing price of the Shares experienced a declining trend in general and reached the lowest of HK\$0.55 on 4 August 2026 and 5 August 2026.

We note that (i) the Conversion Price of HK\$2.5 is significantly above the range of closing prices of the Shares during the Review Period; (ii) the Conversion Price represents a significant premium of approximately 226.98% over the average closing price of the Shares during the Review Period of approximately HK\$0.765; and (iii) the Conversion Price represents a premium of 313.22% over the closing price of the Shares as at the Latest Practicable Date of HK\$0.605. As such, in case of conversion of the Consideration Convertible Bonds at the Conversion Price, the Consideration Convertible Bonds will be converted at a price which is much higher than closing price of the Shares during the Review Period, therefore this is considered as a favourable feature to the Independent Shareholders.

(b) Comparable analysis of the Consideration Convertible Bonds

As part of our analysis in assessing the fairness and reasonableness of the major terms of Consideration Convertible Bonds, we have searched for the issuance of convertible bonds/notes under a specific mandate for settling the consideration of an acquisition by companies listed on the Stock Exchange announced during the period from 12 May 2025 (i.e., six months prior to 12 November 2025, the date on which the Company first announced the acquisition of equity interests in VAX Limited) to the date of the VAX Sale and Purchase Supplemental Agreement, excluding those issuances of convertible bonds/notes which were either terminated, lapsed or convertible into A-shares.

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Based on the aforementioned criteria, we have, to the best of our knowledge and effort, identified a total of six comparable transactions (the “**CB Comparables**”). We consider that these CB Comparables are, so far as we are aware, exhaustive and allow the Shareholders to have a general understanding of the convertible bonds/notes issuances for the settlement of acquisition consideration conducted by listed companies in Hong Kong. The following table sets forth the relevant details of the CB Comparables.

Date of Announcement/ Supplemental Announcement	Company Name (stock code)	Interest Rate per Annum (%)	Years to Maturity (years)	Premium/(Discount) of Conversion Price over/to	
				the closing price on the last trading day prior to/on the date of the respective announcement/ agreement/supplemental agreement (the “LTD Price”) (%)	the average closing price of five trading days immediately prior to/ including the date of the respective announcement/ agreement/supplemental agreement (the “5-days Average Price”) (%)
1 September 2026	Hope Life International Holdings Limited (1683)	0	3	100.0	87.4
26 June 2026	AOM International Group Company Limited (381)	0	3	56.9	56.3
1 December 2025	Zhong Ji Longevity Science Group Limited (767)	0	5	-3.5	-2.1
7 November 2025	AOM International Group Company Limited (381)	0	3	0.8	-6.7
10 October 2025	Eminence Enterprise Limited (now known as Asset Chain Limited) (616)	5	5	4.3	-16.3
28 September 2025	DL Holdings Group Limited (1709)	0	2	-1.6	-1.8
	Minimum	0	2	-3.5	-16.3
	Maximum	5	5	100.0	87.4
	Median	0	3	2.6	-2.0
	Average	1	4	26.2	19.4
	The Consideration Convertible Bonds	0	3	320.2 (Note)	329.6 (Note)

Source: the website of the Stock Exchange

Note: The premiums of the conversion price of the Consideration Convertible Bonds over the LTD Price and the 5-Day Average Price are calculated based on the date of the VAX Sale and Purchase Supplemental Agreement.

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As shown in the above table, the conversion prices of the CB Comparables, (i) ranged from a discount of 3.5% to a premium of 100.0%, with a median premium of 2.6% and an average premium of 26.2%, over the LTD Price in relation to the respective transaction; and (ii) ranged from a discount of 16.3% to a premium of 87.4%, with a median discount of 2.0% and an average premium of 19.4%, over the 5-day Average Price in relation to the respective transaction.

The Conversion Price represents a premium of approximately 320.2% and 329.6% over the closing price of the Shares on the date of the VAX Sale and Purchase Supplemental Agreement and the average closing price of the Shares for the five consecutive trading days immediately prior to the date of the VAX Sale and Purchase Supplemental Agreement, respectively, which exceed the respective ranges of the CB Comparables.

In addition, it is noted that five out of the six CB Comparables bear no interest and all of the CB Comparables have maturities ranging from two years to five years. The Consideration Convertible Bonds have a maturity of three years and bear no interest, which is considered in line with the recent market practice of similar transactions.

The conversion price of the Consideration Convertible Bonds shall from time to time be subject to adjustments in accordance with the terms and conditions of the Consideration Convertible Bonds upon occurrence of any of the adjustment events whilst any of the Consideration Convertible Bonds remains outstanding. The adjustment events mainly include corporate transactions which will result in change in the capital structure of the Company such as alterations to the nominal value of issued Shares or issue of securities of the Company. A review of the CB Comparables reveals that clauses on adjustments to the conversion price of convertible bonds are commonly featured as a term of the CB Comparables as all the CB Comparables have terms regarding conversion price adjustment, and although the specific adjustment events may not be identical, they are generally similar in nature and align with the market practice observed from our review of the CB Comparables. Accordingly, we consider that the conversion price adjusting events and mechanism of the Consideration Convertible Bonds are fair and reasonable.

Having considered the above, we are of the view that the major terms of the Consideration Convertible Bonds are fair and reasonable so far as the Independent Shareholders are concerned.

4. Potential Dilution in Public Shareholding Interest

With reference to the shareholding table under the section headed “Change in the shareholding structure of the Company assuming full conversion of the Consideration Convertible Bonds by the Independent Third Parties” in the Letter from the Board in the

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Circular, assuming full transfer of the HK\$5 million Consideration Convertible Bonds from Dr. So Shu Fai to the Independent Third Parties and their immediate full conversion into Shares, with no change in the shareholding structure of the Company on or before Completion of the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible Bonds Subscription Supplemental Agreement, shareholding interests of public Shareholders (excluding the transferee(s) of the Consideration Convertible Bonds) would be diluted from approximately 25.00% as at the Latest Practicable Date to approximately 24.81% immediately upon Completion of the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible Bonds Subscription Supplemental Agreement, assuming full transfer of the HK\$5 million Consideration Convertible Bonds to the Independent Third Parties and immediate full conversion, representing a dilution of approximately 0.19%.

In view of the (i) reasons for and benefits of the VAX Acquisition as discussed in the section headed “Reasons for and benefits of the proposed VAX Acquisition” above; (ii) the terms of the VAX Acquisition are fair and reasonable; and (iii) the Conversion Price of HK\$2.5 is significantly above the range of closing prices of the Shares during the Review Period, we are of the view that the aforesaid level of dilution to the shareholding interests of the public Shareholders (excluding the transferee(s) of the Consideration Convertible Bonds) are justifiable.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of (a) the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement; and (b) the Consideration Convertible Bonds Subscription Agreement and Consideration Convertible Bonds Subscription Supplemental Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) though the VAX Acquisition is not conducted in the ordinary and usual course of business of the Group, it is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the respective resolutions to be proposed at the EGM to approve the VAX Acquisition and the transactions contemplated thereunder, and we recommend the Independent Shareholders to vote in favour of the resolutions in this regard.

Yours faithfully,
For and on behalf of
uSmart Securities Limited
Kenneth Lam
Managing Director

Mr. Kenneth Lam is licensed under the Securities and Futures Ordinance to carry on Type 6 (advising on corporate finance) regulated activity and is currently a responsible officer and sponsor principal of uSmart Securities Limited. He has over ten years of experience in the corporate finance industry.

The following is the text of a letter and valuation report prepared for the purpose of incorporation in this circular received from CHFT Advisory and Appraisal Ltd., an independent professional surveyor and valuer, in connection with its valuation as at 31 March 2026 of Hong Kong Virtual Asset Exchange Limited.



Unit 3, 9/F, China Merchants Plaza,
303 Des Voeux Road Central, Sheung Wan,
Hong Kong

Date: 22 October 2026



Domaine Power Holdings Limited

Unit 2203A, 22/F.,
Wu Chung House, 213 Queen's Road East,
Wan Chai, Hong Kong

Attn.: Board of Directors

Dear Sirs/Madams,

RE: Valuation of 100% Equity Interest in Hong Kong Virtual Asset Exchange Limited

In accordance with an instruction from Domaine Power Holdings Limited (the “**Instructing Party**”), we hereby provide the valuation on the equitable value basis of 100% equity Interest (the “**Equity Interest**”) in Hong Kong Virtual Asset Exchange Limited (the “**Target Company**” or the “**VAX**”) (non-controlling and non-marketable basis) as at 31 March 2026 (the “**Valuation Date**”).

We confirm that we have made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the equitable value of the valuation subjects.

This valuation has been prepared in compliance with the RICS Valuation — Professional Standards published by the Royal Institution of Chartered Surveyors (“**RICS**”) and International Valuation Standards (“**IVS**”) published by the International Valuation Standards Council.

1 PURPOSE OF VALUATION

The purpose of this report is to express an independent opinion on the equitable value of the Equity Interest of the Target Company for the Instructing Party’s disclosable and connected transaction under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) only.

2 SCOPE OF WORK

In conducting this valuation exercise, our scope of work includes:

- Co-ordinate with the Target Company's representatives to obtain the required information and documents for our valuation;
- Gather the relevant information of the Target Company, including the licenses, financial statements of the Target Company, etc. made available to us;
- Discuss with the management of the Target Company to understand the history, business model, operations, customer base, business development plan, etc. of the business enterprises for valuation purpose;
- Investigate into the information of the Target Company and its subsidiaries made available to us and consider the basis and assumptions of our conclusion of value;
- Design an appropriate valuation model to analyze the collected data and derive the estimated equitable value of the Target Company; and
- Compile a report on the valuation, which outlines our findings, valuation methodologies and parameters, and conclusion of value.

When performing our valuation, all relevant information, documents, and other pertinent data concerning the assets, liabilities and contingent liabilities should be provided to us. We relied on such data, records and documents in arriving at our opinion of values and had no reason to doubt the truth and accuracy of the information provided to us by the Instructing Party and its authorized representatives.

3 BASIS OF VALUE

Our valuation is prepared on an equitable value basis. Equitable value is defined as “the estimated price for the transfer of an asset or liability between identified knowledgeable and willing parties that reflects the respective interests of those parties.” in accordance with International Valuation Standards published by the International Valuation Standards Council.

4 INFORMATION OF THE TARGET COMPANY

VAX is a Hong Kong-based virtual asset trading platform licensed by the Securities and Futures Commission (SFC) for Type 1 (dealing in securities) and Type 7 (providing automated trading services) regulated activities. It also holds an Anti-Money Laundering Ordinance (AMLO) license and is a licensed Trust or Company Service Provider (TCSP).

On 27 March 2025 (the “**Preceding Transaction Date**”), VAX entered into two subscription agreements with Hong Kong Meridional Insights Co., Limited (the “**Meridional**”) and Hong Kong Orientis Co., Limited (the “**Orientis**”). Meridional and Orientis are investment vehicles incorporated in Hong Kong and owned by the same investor with background related to education and real estate related businesses in the Mainland China and Japan for around 20 years and has been involved in setting up RWA tokenization businesses since 2025. Meridional and Orientis have

each subscribed for 5,621 new shares in VAX based on the valuation of USD 220 million for consideration of USD 500,000 respectively, resulting in a total of approximately 0.46% of the issued shares in VAX. The subscription amounts had been fully settled in April 2025.

5 MARKET OVERVIEW

5.1 Overview of the Hong Kong Macroeconomy

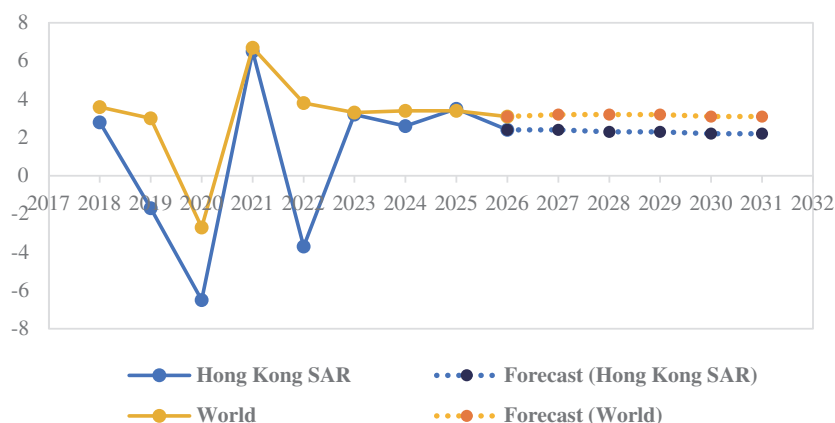
Real Gross Domestic Product (“GDP”) Growth Rate

Since 2023, amid broad economic rebound and unleashed local consumption potential, consumption and investment have served as core growth engines for Hong Kong’s economy. The city’s real GDP rebounded markedly after the sharp downturn recorded between 2019 and 2022, with actual growth returning to positive territory in 2023 and sustaining steady expansion through 2025, demonstrating solid post-pandemic recovery momentum.

Per IMF historical data and forecasts illustrated in the chart, Hong Kong SAR has weathered the acute economic shocks of prior years and transitioned into a phase of mild, stable growth. Looking ahead to the 2026–2032 outlook period, Hong Kong’s real GDP growth is projected to settle at roughly 2.3%, consistently trailing the projected global average growth rate of approximately 3.3% over the same timeframe. Hong Kong’s long-term economic expansion will be increasingly underpinned by industrial transformation, technological innovation and domestic demand expansion, while lingering global economic volatility creates persistent external downside risks.

Historically, Hong Kong’s real economic growth swung far more drastically than the world average between 2017 and 2025, with severe contractions seen in 2020 and 2022. The IMF projects the gap between Hong Kong’s growth rate and the global average will narrow significantly in the forecast window from 2026 to 2032, and the divergence will stay within a moderate, reasonable range throughout the projection period.

Hong Kong Real GDP Growth Rate (%)



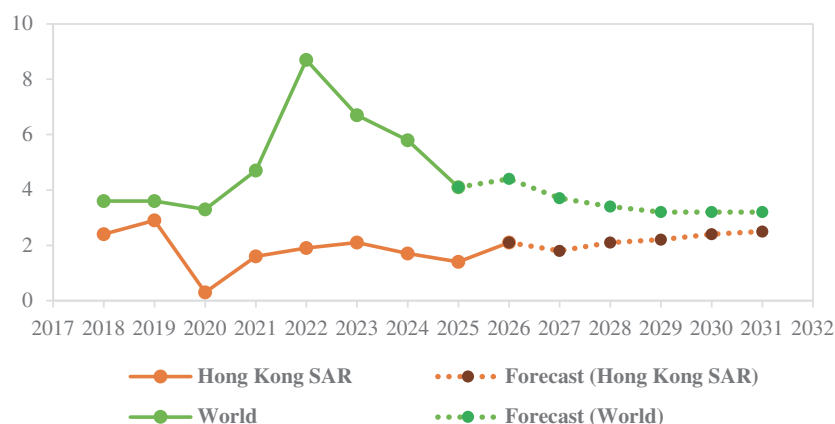
Source: IMF

Inflation Rate

From 2022 to 2025, Hong Kong SAR's inflation rate stayed muted and fluctuated at a low level below 2.2%, while the global inflation rate spiked to a peak of nearly 9% in 2022 and then trended down year by year. Such a clear divergence illustrates that Hong Kong faced far milder domestic price pressures amid the worldwide post-pandemic inflation surge.

As reflected in the IMF's 2026-2032 projections on the chart, global inflation is forecast to settle steadily at roughly 3.3% from 2026 onward. Meanwhile, Hong Kong's inflation rate is set to edge up moderately to around 2.1% and maintain steady movement within a tight band. Though Hong Kong's inflation will follow the global cooling inflationary cycle and see a mild upward adjustment, it is expected to remain noticeably lower than the global average across the entire forecast window. This gap stems from the balanced supply and demand fundamentals within Hong Kong's local market.

Hong Kong Inflation Rate (%)



Source: IMF

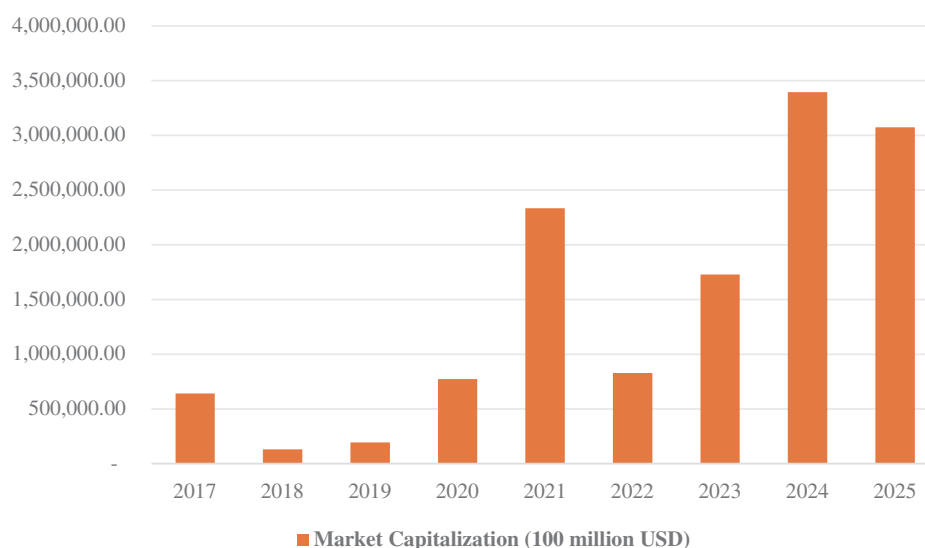
5.2 Industry Overview

Total Market Value of the Cryptocurrency Market

The global cryptocurrency market has historically exhibited pronounced cyclicity, expanding rapidly during the 2017 Initial Coin Offering (ICO) boom to an aggregate market capitalization of approximately USD 640 billion, before surging further during the 2021 institutional cycle. However, the subsequent 2022 bear market introduced severe structural headwinds to the asset class. Catalyzed by a string of centralized exchange failures and the collapse of algorithmic stablecoins, the sector experienced a sharp liquidity crunch, significant capital flight, and a widespread erosion of investor confidence.

Following this market bottom, the industry staged a robust rebound throughout 2023. Driven by accelerated institutional inflows, aggregate market capitalization achieved a record year-end high in 2024 at nearly USD 3.39 trillion, highlighting extraordinary growth momentum alongside characteristic price volatility. While total asset valuations experienced a pullback by the end of 2025, closing lower than the 2024 year-end peak, the baseline remained substantially above levels recorded in 2021 and prior years, signaling the sustained long-term expansion and systemic maturation of the digital asset industry.

Cryptocurrency Market Capitalization



Source: CoinGecko

Current Status of Hong Kong's Cryptocurrency Market

The continued rollout and maturation of virtual asset (VA) ETFs highlights the structural development of Hong Kong's digital asset ecosystem. These investment vehicles serve as critical infrastructure, enhancing overall market liquidity and price discovery while facilitating wider institutional capital inflows. Supported by a robust regulatory regime and comprehensive investor protection safeguards, these financial products are driving continuous innovation and establishing a secure foundation for the steady expansion of the emerging asset class.

Hong Kong has established itself as a regional pioneer in digital asset financial products, launching its first VA futures ETFs in December 2022 and subsequently introducing Asia's first batch of VA spot ETFs in April 2024. These two landmark policy milestones catalyzed significant growth within the city's virtual asset industry.

The ETF ecosystem has expanded considerably since inception with the number of VA spot ETFs expanded to a total of 11 by late 2025 and early 2026. Although the combined market capitalization of local VA ETFs experienced an intra-year peak in mid-to-late 2025, aggregate valuations adjusted to approximately HKD 4.3 billion by early 2026 in tandem with broader macroeconomic and market corrections. Despite this recent pullback in aggregate market value, Hong Kong's virtual asset ETF sector remains in an early growth phase, characterized by strong regulatory support and substantial long-term market potential.

6 VALUATION METHODOLOGY

There are three generally accepted valuation approaches in this valuation. The valuation approaches are sourced from International Valuation Standard 103 — Valuation Approaches.

6.1 Cost Approach

The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for all relevant forms of obsolescence.

The cost approach should be used as the primary basis for a valuation under the following circumstances:

- market participants would be able to recreate an asset with substantially the same utility as the subject asset, without regulatory or legal restrictions, and the asset could be recreated quickly enough that a market participant would not be willing to pay a significant premium for the ability to use the subject asset immediately,
- the subject asset is not income-generating (directly or indirectly) and the unique nature of the asset makes using an income approach or market approach unfeasible,
- the basis of value being used is fundamentally based on replacement cost, and/or
- the subject asset was recently created or issued and sold to market participants, such that there is a high degree of reliability in the assumptions used in the cost approach.

6.2 Market Approach

The market approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available. When reliable, verifiable and relevant market information is available, the market approach is the preferred valuation approach.

The market approach should be used as the primary basis for a valuation under the following circumstances:

- the subject asset or its comparables have recently been sold in a transaction appropriate for consideration under the basis of value;
- the subject asset or substantially similar assets are actively publicly traded; and/or
- there are frequent and/or recent observable transactions in substantially similar assets.

6.3 Income Approach

The income approach provides an indication of value by converting projected cash flow to a single current value. Under the income approach, the value of an asset is determined with reference to the value of income, cash flow or cost savings generated by the asset.

The income approach should be used as the primary basis for a valuation under the following circumstances:

- the income-producing ability of the asset is the critical element affecting value from a market participant perspective; and/or
- reliable projections of the amount and timing of future income are available for the subject asset, but there are no relevant and reliable market comparables.

6.4 Selection of Assessment Methodology

The cost approach was not adopted in this valuation, as it fails to adequately capture the Target Company's going-concern value, future earnings potential, and its significant intangible assets, such as proprietary know-how, established customer relationships, and SFC licenses.

While the income approach was previously considered, it was ultimately determined to be inappropriate because the Target Company is in a regulatory-driven relaunch phase with limited operating revenue and negative earnings. Consequently, reliable and audit-ready cash flow projections cannot be reliably prepared, rendering the income approach speculative due to the lack of an established operating track record.

Given these constraints, we have selected the market approach as the most objective and verifiable framework consistent with industry standards for licensed financial institutions. Specifically, we have adopted the comparable transaction method, utilizing publicly traded comparable companies (the "Comparable Companies") to derive the necessary market and temporal adjustments.

Comparable Transaction Method

The comparable transactions method, also known as the guideline transactions method, utilises information about transactions involving assets that are the same or similar to the subject asset to arrive at an indication of value. We had comprehensively reviewed all relevant and publicly available information via standard financial databases (such as FactSet).

The key steps in the comparable transactions' method are:

- identify the units of comparison that are used by participants in the relevant market,
- identify the relevant comparable transactions and calculate the key valuation metrics for those transactions,
- perform a consistent comparative analysis of qualitative and quantitative similarities and differences between the comparable assets and the subject asset,
- make necessary adjustments, if any, to the valuation metrics to reflect differences between the subject asset and the comparable assets,
- apply the adjusted valuation metrics to the subject asset, and
- if multiple valuation metrics were used, reconcile the indications of value.

Lack of Available Direct Comparable Transactions:

There is a severe lack of publicly available, direct transactions involving comparable virtual asset trading platforms in Hong Kong under the current regulatory framework. Given the nascent and highly specialized nature of SFC-licensed virtual asset platforms (Type 1 and Type 7 regulated activities, alongside AMLO and TCSP licenses), transactional data within this exact peer group is extremely scarce.

While one prior transaction involving the Target Company did go through the market, it was evaluated and deemed non-reflective of fair market value during earlier discussions due to its specific timing and circumstances, as further explained in the subsection headed "Exclusion of One of the Preceding Transactions" below. Consequently, the transaction executed in March 2025 represents the only robust, directly observable, arm's length transaction involving an independent third party for the Target Company.

Distinction in Stage of Development

As of the valuation date, while the Target Company had commenced initial off-platform trading operations on 5 March 2026, its automated trading platform and broader commercial service lines were still in their early rollout and regulatory preparation stages. In contrast, potential transactional peers or broader market comparables were

already operating businesses with established revenue streams. This fundamental difference in developmental stage means direct cross-company comparisons without calibration would fail to align risk profiles and asset compositions. Therefore, the March 2025 transaction serves as the most direct and appropriate baseline reference point, adjusted subsequently for prevailing market conditions.

Methodological Application and Single-Transaction Rationale

While valuation best practices conventionally favor a multi-transaction dataset, the valuation relies primarily on a single precedent transaction (the March 2025 transaction) due to a lack of broader independent transaction data. This reliance is necessary because the Target Company is in an early-stage/relaunch phase with limited operating revenue and negative earnings, rendering standard valuation multiples from listed peers inapplicable as standalone pricing benchmarks. Without calibration, the direct application of peer multiples fails to capture the Target Company's unique customer relationships and proprietary know-how, positioning the March 2025 transaction as the essential foundational baseline.

To bridge this data limitation, the P/B and EV/TA multiples of the listed comparable companies are utilized for a dual purpose: adjusting for market-wide temporal changes between the precedent transaction date and the valuation date, while dynamically reflecting shifts in VAX's own asset base, including changes in net book value and total assets. Anchoring to the March 2025 transaction while applying peer-derived scaling factors to account for evolving market conditions and internal asset movements establishes a methodologically rigorous and defensible framework. To ensure the valuation remains robust and avoids over-reliance on a single data point, strict time adjustments and a weighted multi-metric approach have been implemented.

Derivation and Application of Valuation Multiples

Under the market approach, there are several generally accepted valuation multiples utilized in arriving at the equity value of a company, including the price-to-earnings ("P/E") multiple, price-to-book ("P/B") multiple, price-to-sales ("P/S") multiple, enterprise value-to-EBITDA ("EV/EBITDA") multiple, and enterprise value-to-tangible asset ("EV/TA") multiple.

As the Target Company is in a regulatory-driven relaunch phase with limited operating revenue and negative earnings as of the Valuation Date, income- and revenue-based multiples (P/E, P/S, and EV/EBITDA) are not applicable. Also, the Target Company holds assets predominantly in the form of cash and cash equivalents, which are marked to their fair value. This asset composition minimizes the risk of valuation distortions commonly associated with historical cost accounting and depreciation policies. Therefore, anchoring the valuation to the asset base via P/B and EV/TA multiples is appropriate and reflective of the company's "liquid asset foundation."

Furthermore, the subject company operates in a capital-intensive sector; the presence of significant cash and cash equivalents is not a deviation, but a necessary operational prerequisite. We maintain that these multiples remain the most robust

indicators for an early-stage company that lacks the operating history required for income-based approaches. Therefore, the P/B and EV/TA multiples were selected, which anchor the valuation directly to the Target Company's asset base.

The use of P/B multiples to derive equity value is a widely accepted practice in corporate valuation, particularly for financial and regulated institutions where book value reflects the underlying capital base. The correlation between Net Asset Value (NAV) and equity value is inherent in the multiple itself; an increase in NAV — whether through asset growth or debt-to-equity structural adjustments — logically reflects a change in the company's capital backing and, consequently, its valuation. The use of P/B multiples also serves as a standard metric to assess the value of equity relative to the capital base. As with any valuation method, whether Cost or Market-based, the final value is sensitive to the underlying input parameters. This sensitivity is not a limitation of the P/B approach, but a reflection of the company's economic reality, where the asset base serves as the fundamental anchor for its licensed operations. To mitigate potential over-reliance on a single NAV-based metric, we have also applied the EV/TA multiple, which adjusts for cash and debt, ensuring the final valuation is balanced and does not purely mirror the book value perspective.

In accordance with the IVS, specifically the requirement to make necessary adjustments reflecting differences in market conditions between the Preceding Transaction Date and the Valuation Date, the valuation was executed through the following steps:

- **Derivation of Historical Premium:** The implied P/B and EV/TA multiples were calculated based on the consideration paid in the Target Company's prior transaction. By benchmarking these multiples against the Comparable Companies as of the Preceding Transaction Date, the historical valuation premium attributable to the Target Company was determined.
- **Evaluation of Market Conditions:** To reflect prevailing market conditions, the corresponding P/B and EV/TA multiples of the Comparable Companies were extracted as of the Valuation Date.
- **Calibration of Target Multiples:** The historically established premium was subsequently applied to the Valuation Date multiples of the Comparable Companies. This adjustment calibrates the historical transaction pricing to current market levels, yielding the final adjusted multiples utilized to value the Target Company.

7 FINANCIAL INFORMATION OF THE TARGET COMPANY

During our course of valuation, we have obtained the financial information of the Target Group from the representatives of the Instructing Party. The ledger breakdown is as follows:

Item	31 March 2026	31 March 2025
Current Assets		
Cash and Cash Equivalent	56,741,872	89,487,557
Account Receivables from LP	1,174	—
Prepayments	1,546,114	879,268
Deposits	763,833	802,785
Amount due from related parties	1,560,486	1,432,734
Other Receivables	<u>1,676</u>	<u>454,106</u>
Total Current Assets	<u>60,615,156</u>	<u>93,056,449</u>
Non-Current Assets		
Computer Equipment	2,398,871	2,203,466
Furniture and Fixture	67,272	68,361
Leasehold Improvements	4,147,914	219,502
Office Equipment	16,382	1,646
Investment in Subsidiaries	8,496,474	8,496,474
Right-of-use of Assets	2,201,010	96,509
Cryptocurrency — House Inventory	69,136	—
Stock Investment	<u>—</u>	<u>100,000</u>
Total Non-Current Assets	<u>17,397,058</u>	<u>11,185,957</u>
Total Assets	<u>78,012,214</u>	<u>104,242,407</u>
Current Liabilities		
Amount due to related parties	17,451,571	13,936,753
Accruals and Other Payables	2,652,500	8,104,352
Shareholder Loan	—	47,925,000
Lease Liabilities	<u>2,241,666</u>	<u>159,035</u>
Total Current Liabilities	<u>22,345,737</u>	<u>70,125,140</u>
Equity		
Share Capital	190,660,594	182,860,594
Retained Earnings	(189,642,981)	(137,281,764)
Investment Reserves	(100,000)	—
Perpetual Bond	69,300,000	—
Current Year Earnings	<u>(14,551,135)</u>	<u>(11,461,563)</u>
Total Equity	<u>55,666,478</u>	<u>34,117,267</u>
Total Equity and Liabilities	<u>78,012,214</u>	<u>104,242,407</u>

Unit: HKD

Note: Figures may not sum or calculate to the exact totals shown due to rounding.

8 COMPARABLE TRANSACTION METHOD

Derivation of Historical Premium

Analysis of Implied Transaction Multiples

The basis for determining the historical valuation premium was the Target Company's preceding equity financing round, executed on 27 March 2025 (the "**March 2025 Transaction**"). The transaction was selected as the primary benchmark because it represents a clear, arm's length transaction involving an independent third party as advised by the Target Company. To account for the lapse of time, we have performed time-adjusted analyses on the benchmark multiples to reflect the market conditions prevailing at the Valuation Date, ensuring the data remains representative and pertinent.

As stipulated in the respective subscription agreements, this transaction was executed based on a stated equity valuation of USD 220.0 million. As the financial statements of the Target Company are denominated in Hong Kong Dollars, this contractually agreed valuation was converted at the prevailing exchange rate as of the Preceding Transaction Date to yield a base equity value of approximately HKD 1.71 billion.

While we recognize the preference for multiple comparable transactions, the specific nature of an SFC-licensed virtual asset platform in Hong Kong creates a market with limited publicly disclosed, arm's length transactions. The March 2025 transaction represents the most recent, and directly observable arm's length transaction involving an independent third party. To mitigate the risks associated with relying on a single comparable, we have applied rigorous time-value adjustments to the benchmark multiples and adopted a weighted multi-metric approach (utilizing both P/B and EV/TA) to ensure the valuation result is not overly sensitive to a single data point or a single valuation metric.

To ensure a direct comparison with the publicly traded Comparable Companies, the base equity value was adjusted to a non-controlling, marketable basis. Specifically, a Discount for Lack of Marketability ("**DLOM**") of 20.4% was applied to the HKD 1.71 billion transaction value to compensate for the inherent illiquidity of the private equity shares relative to publicly traded market equivalents.

The adopted DLOM was sourced from the Stout Restricted Stock Study Companion Guide (2025 edition) published by Stout Risius Ross, LLC.

The implied P/B multiple was calculated by dividing this adjusted, marketable-basis equity value by the Target Company's book value of equity of HKD 34.12 million as of the Preceding Transaction Date.

To determine the implied EV/TA multiple, the Enterprise Value was first derived. This was calculated by taking the non-controlling, marketable basis equity value, adding outstanding debt and lease liabilities, and deducting cash and cash equivalents. The resulting Enterprise Value of HKD 2.11 billion was subsequently divided by the Target Company's total tangible assets of HKD 104.24 million.

Consequently, the preceding transaction yielded an implied historical P/B multiple of 62.99x and an implied historical EV/TA multiple of 20.22x for the Target Company.

Exclusion of One of the Preceding Transactions

We acknowledge that the disposal of shares in VAX Limited by ETS Group Limited in December 2024 (the “**ETS Transaction**”) represents a market transaction in the relevant asset. However, the ETS Transaction was excluded because the transaction consideration was determined by directly applying P/B multiples of a set of listed companies at a different developmental stage, which we do not consider appropriate for the Target Company. Furthermore, the transaction was conducted with a related party (Dr. So), meaning the buyer was not an independent third party. Consistent with valuation best practices, comparable transactions should prioritize those involving independent parties to ensure they reflect fair market value, rather than transactions influenced by non-arm’s length relationships.

Our assessment that the ETS Transaction was not reflective of fair market value is based on the following factors:

- **Lack of Independence:** As disclosed in the announcements of ETS Group Limited dated 30 December 2024 and 7 January 2025, the transaction involved parties with pre-existing connections to the VAX which inherently risks introducing non-market premiums or discounts that do not accurately reflect an arm’s length market price.
- **Transactional Context:** The ETS Transaction was executed as a divestment of a non-core asset by the vendor, rather than a strategic primary investment. Consequently, the valuation parameters adopted were based on specific liquidity-driven requirements rather than the fair market valuation of the Target Company’s core business value.

The March 2025 transaction is a superior benchmark because it was executed between independent third parties, providing a clear and objective arm’s length reference point. Unlike the ETS Transaction, the March 2025 transaction was completed without the involvement of non-independent parties, making it a more representative and robust indicator of the fair market value of VAX.

Selection of Comparable Companies

The Comparable Companies were selected to establish a relevant market benchmark for the adopted valuation multiples. To qualify for inclusion in this analysis, the constituent peers were required to satisfy the following selection criteria:

- Primarily engaged in the virtual asset exchange industry, with more than 80% of revenue generated from related business activities;
- Traded on mature stock exchange;
- Information on the peer firms must be extracted from a reliable source; and
- No observable outlier can be adopted.

Identifier	Company Name	Company Description	Percentage of Revenue from Related Business Activities
BKKT-US	Bakkt Holdings, Inc. Class A	Bakkt, Inc. provides solutions that enable institutional participation in the digital asset economy, spanning Bitcoin, tokenization, stablecoin payments, and AI-driven finance.	100.0%
COIN-US	Coinbase Global, Inc. Class A	Coinbase Global, Inc. engages in the provision of a trusted platform that serves as a compliant on-ramp to the onchain economy and enables users to engage in a wide variety of activities with their crypto assets in both proprietary and third-party product experiences enabled by access to decentralized applications. It offers consumers primary financial account for the cryptoeconomy, institutions a full-service prime brokerage platform with access to deep pools of liquidity across the crypto marketplace, and developers a suite of products granting access to build onchain.	95.6%
BIGG-CA	BIGG Digital Assets Inc.	BIGG Digital Assets, Inc. engages in the development of blockchain technology solutions, search, and data analytics. Its solutions include QLUE.io and BitRank. It operates through the Blockchain Technology Development and Digital Currency Sales Brokerage segments.	100.0%
FRNT-CA	FRNT Financial, Inc.	FRNT Financial, Inc. develops and provides a capital market trading platform to institutional investors. It delivers clients expertise and products for alternative trade opportunities, such as cryptocurrency. Its business lines include Over-the-Counter derivatives, technology licensing around deliverable services and, research and consulting.	100.0%
WNDR-CA	WonderFi Technologies Inc	WonderFi is a technology company that develops, incubates, and invests in EVM-compatible decentralized products and protocols. It offers a range of digital asset services through its regulated platforms, Bitbuy and Coinsquare, which provide cryptocurrency trading, staking, and custody solutions. The company also operates SmartPay, a payment processing platform facilitating cryptocurrency transactions for businesses. Under WonderFi Labs, it develops decentralized finance products, including Wonder Chain, a Layer 2 blockchain built on Ethereum, and WonderFi Wallet, a non-custodial wallet compatible with EVM-based networks.	100.0%

Identifier	Company Name	Company Description	Percentage of Revenue from Related Business Activities
K33-SE	K33 AB	K33 AB engages in the infrastructure and products that enable adoption of bitcoin and digital assets. It is building a platform for users to learn, trade, and invest in digital assets, all from one account.	100.0%
SFL-SE	Safello Group AB	Safello Group AB is a nordic crypto exchange and it offers a secure way to buy, sell, and store cryptocurrency with fast, seamless transactions. The firm trades by two different platforms: Safello Web App and Safello Mobile.	100.0%
863-HK	OSL Group Limited	OSL Group Ltd. operates in the digital asset industry. It provides solutions for institutions, professional, and retail investors. OSL Group offers a comprehensive suite of services, including brokerage, custody, exchange, and SaaS. The firm also has presence in regions such as Singapore, Japan, Europe, and Australia.	100.0%
1611-HK	Bitfire Group Holdings Limited	Bitfire Group Holdings Ltd. is an investment holding company, which engages in the asset management, trust, and custodian business; cryptocurrency trading; and contract manufacturing of power-related and electrical/electronic products. It operates through the following segments: Virtual Asset Ecosystem, Provision of Technology Solutions Services, and Contract Manufacturing.	100.0%
NBX-NO	Norwegian Block Exchange AS	Norwegian Block Exchange AS engages in the provision of cryptocurrency exchange and payment services. It also operates as a blockchain-solutions advisor that sets the standard for user experience, transparency and security.	100.0%

Source: FactSet

We have discussed the above list of comparable companies with management and confirmed their comparability with the Target Company. Based on the selection criteria, we have reviewed the relevant information which is publicly available. As far as we are aware, this list is exhaustive.

Assessment of Comparable Market Data

The PB of the Comparable Companies as at the Preceding Transaction Date are derived as follows:

Identifier	Company Name	Market Capitalization	Book Value	P/B Multiple
BKKT-US	Bakkt Holdings, Inc. Class A	68.92	33.89	2.03
COIN-US	Coinbase Global, Inc. Class A	39,631.10	10,276.84	3.86
BIGG-CA	BIGG Digital Assets Inc.	39.60	17.53	2.26
FRNT-CA	FRNT Financial, Inc.	12.50	3.97	3.15
WNDR-CA	WonderFi Technologies Inc	148.78	102.45	1.45
K33-SE	K33 AB	450.61	29.65	15.20
SFL-SE	Safello Group AB	123.52	42.94	2.88
863-HK	OSL Group Limited	5,455.54	1,292.87	4.22
1611-HK	Bitfire Group Holdings Limited	807.15	281.91	2.86
NBX-NO	Norwegian Block Exchange AS	46.66	73.16	0.64
Median				2.87

Source: FactSet

Unit: Local Currency Million

The EVTA of the Comparable Companies as at the Preceding Transaction Date are derived as follows:

Identifier	Company Name	Enterprise Value	Total Asset	EV/TA Multiple
BKKT-US	Bakkt Holdings, Inc. Class A	61.96	278.52	0.22
COIN-US	Coinbase Global, Inc. Class A	34,426.85	23,014.86	1.50
BIGG-CA	BIGG Digital Assets Inc.	17.17	231.67	0.07
FRNT-CA	FRNT Financial, Inc.	8.90	4.29	2.07
WNDR-CA	WonderFi Technologies Inc	114.66	2,223.71	0.05
K33-SE	K33 AB	448.57	41.09	10.92
SFL-SE	Safello Group AB	98.59	51.79	1.90
863-HK	OSL Group Limited	4,693.45	1,863.74	2.52
1611-HK	Bitfire Group Holdings Limited	615.17	461.07	1.33
NBX-NO	Norwegian Block Exchange AS	63.40	147.50	0.43
Median				1.42

Source: FactSet

Unit: Local Currency Million

Quantification of Historical Premium

To quantify the historical valuation premium attributable to the Target Company, the implied multiples derived from the preceding transaction were directly compared against the corresponding benchmark multiples of the Comparable Companies as of the Preceding Transaction Date.

Specifically, the Target Company's P/B multiple of 62.99x was evaluated against the median P/B multiple of 2.87x exhibited by the Comparable Companies. This analysis derived a historical P/B premium of 21.95x.

Similarly, the Target Company's EV/TA multiple of 20.22x was evaluated against the median EV/TA multiple of 1.42x for the Comparable Companies. This analysis derived a historical EV/TA premium of 14.29x.

These quantified historical premiums represent the specific, market-implied pricing differential applied to the Target Company relative to its publicly traded peers on the Preceding Transaction Date.

Evaluation of Market Conditions

The PB of the Comparable Companies as at the Valuation Date are derived as follows:

Identifier	Company Name	Market Capitalization	Book Value	P/B Multiple
BKKT-US	Bakkt Holdings, Inc. Class A	224.94	170.88	1.32
COIN-US	Coinbase Global, Inc. Class A	38,945.24	13,480.57	2.89
BIGG-CA	BIGG Digital Assets Inc.	22.76	11.87	1.92
FRNT-CA	FRNT Financial, Inc.	6.43	2.67	2.40
WNDR-CA	WonderFi Technologies Inc	216.60	53.21	4.07
K33-SE	K33 AB	290.85	102.71	2.83
SFL-SE	Safello Group AB	75.46	23.80	3.17
863-HK	OSL Group Limited	12,590.11	3,286.72	3.83
1611-HK	Bitfire Group Holdings Limited	1,655.27	543.14	3.05
NBX-NO	Norwegian Block Exchange AS	128.02	86.15	1.49
Median				2.86

Source: FactSet

Unit: Local Currency Million

The EVTA of the Comparable Companies as at the Valuation Date are derived as follows:

Identifier	Company Name	Enterprise Value	Total Asset	EV/TA Multiple
BKKT-US	Bakkt Holdings, Inc. Class A	142.21	213.38	0.67
COIN-US	Coinbase Global, Inc. Class A	36,176.85	28,848.79	1.25
BIGG-CA	BIGG Digital Assets Inc.	6.85	141.32	0.05
FRNT-CA	FRNT Financial, Inc.	4.65	3.15	1.48
WNDR-CA	WonderFi Technologies Inc	191.21	1,217.78	0.16
K33-SE	K33 AB	285.65	114.09	2.50
SFL-SE	Safello Group AB	63.96	29.31	2.18
863-HK	OSL Group Limited	10,533.81	4,645.31	2.27
1611-HK	Bitfire Group Holdings Limited	1,179.94	965.28	1.22
NBX-NO	Norwegian Block Exchange AS	124.86	176.35	0.71
Median				1.24

Source: FactSet

Unit: Local Currency Million

Analysis on the Nature of Business and the Applicability of the Multiples

Virtual asset exchanges are capital-intensive businesses that require substantial liquid reserves, such as cash and digital assets, to support operational liquidity and trade settlement needs. For instance, industry benchmarks indicate that OSL Group Limited maintains a Cash & Digital Asset Balance at approximately 73% of total assets.

Because the Target Company had only commenced its initial off-platform trading operations, while its automated trading platform and other key business lines were still in the rollout and regulatory approval phases with limited operating revenue and negative earnings as of the valuation date, income- and revenue-based metrics (such as P/E, P/S, and EV/EBITDA) are inapplicable.

Similar to traditional financial institutions like banks where Price-to-Book (P/B) is standard, virtual asset platforms rely heavily on a liquid asset foundation. Furthermore, because the business is in its early rollout phase with minimal operating revenue and negative earnings, its value is largely driven by underlying intangible assets (such as SFC licenses and proprietary know-how) coupled with required capital backing. Directly applying peer P/B multiples without adjustment fails to capture this; hence, anchoring to the asset base via P/B and EV/TA is methodologically appropriate.

Calibration of Target Multiples

The final valuation multiples for the Target Company were established through the application of the quantified historical premiums to the benchmark multiples of the Comparable Companies as of the Valuation Date.

For the P/B metric, the historical P/B premium of 21.95x was applied to the current median P/B multiple of 2.86 exhibited by the Comparable Companies. This adjustment yielded a final adopted P/B multiple of 62.79x for the Target Company.

For the EV/TA metric, the historical EV/TA premium of 14.29x was applied to the current median EV/TA multiple of 1.24x of the Comparable Companies. This adjustment yielded a final adopted EV/TA multiple of 17.69x for the Target Company.

The substantial premium observed is attributable to the structural proportion of license value versus baseline net asset value (NAV). For example, if a pristine regulatory license is valued at USD 1 million and a clean shell NAV is also valued at USD 1 million, the implied P/B is 2.0x. Conversely, for an operational company with a larger asset book value of USD 11 million supporting the same license value, the implied P/B drops to 1.2x.

Because the Target Company possesses high-value regulatory licenses (SFC Type 1/7) backed by a lean asset structure, its implied multiple naturally reflects a premium over broader peers that carry heavier operational asset books.

As liquidity and asset backing are regulatory prerequisites for virtual asset operations, there is a positive direct correlation between the scale of the asset base and the operational viability/value of the business.

9 SOURCE OF INFORMATION

Our investigation covers the discussion with the Target Company and the Instructing Party's representatives, and the collection of information including but not limited to historical financial statements, major contracts, capital structure, business registration, operating licenses and organization chart of the Target Company.

We assume that the data obtained in the course of the valuation, along with the opinions and representations provided to us by Target Company were prepared in reasonably care.

We have had no reason to doubt the truth and accuracy of the information provided to us by Target Company. We have also sought confirmation from Target Company that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive an informed view, and we have no reason to suspect that any material information has been withheld.

10 FACTORS CONSIDERED

The factors considered in this valuation included, but were not limited to, the following:

- The demand and regulatory support for virtual asset trading and tokenization services in Hong Kong;
- Operational and financial risks specific to the Target Company;
- Regulatory policies and licensing frameworks applicable to virtual asset service providers;
- Benchmark financial and operational metrics of the Comparable Companies in the virtual asset sector;
- The experience and capability of the Target Company's management team in navigating a heavily regulated environment; and
- The macroeconomic and financial conditions of Hong Kong, including capital market development and investor sentiment.

11 VALUATION ASSUMPTIONS

In the course of our valuation, we have adopted the following assumptions to reflect the specific circumstances of the Target Company:

- The current laws, regulations, and policies in Hong Kong and other relevant jurisdictions will remain materially unchanged, with no significant shifts in the political, economic, tax, or regulatory environment.
- Long-term macroeconomic factors such as inflation, interest rates, and currency exchange rates are assumed to remain broadly consistent with current levels and will not materially affect the valuation outcome.
- The virtual asset industry and tokenization market are assumed to continue developing along their current trajectory, supported by regulatory clarity and institutional adoption.
- No major unforeseen or force majeure events, including technological disruptions, cybersecurity incidents, or market instability, will occur that could materially impact the Target Company's operations.
- The Target Company will continue to operate as a going concern under its current business model, management structure, and operational scope, retaining sufficient qualified personnel to support its growth and regulatory obligations.
- The management team of the Target Company is assumed to be competent, responsible, and capable of executing the business plan and maintaining regulatory compliance.
- The Target Company is assumed to be in full compliance with all applicable laws, licensing requirements, and regulatory frameworks, including those governing virtual asset trading, custody, and financial services.
- The accounting policies and financial reporting standards applied in this valuation are assumed to remain materially consistent.
- There are no hidden or unexpected conditions associated with the Target Company's assets, liabilities, or contractual obligations that would materially affect the reported value.
- Any potential bad debts or credit losses are assumed to be immaterial and will not significantly impact the valuation conclusion.
- The financial position as of the Preceding Transaction Date was not materially different from the month-end balance sheet for March 2025.

- All information provided by the Target Company, including business plans and operational details, is assumed to be accurate, complete, and free from material omissions or undisclosed liabilities.
- The financial data and reference information from the Comparable Companies used in the valuation are assumed to be accurate, complete, and sourced from reliable databases.

12 RESULT ANALYSIS

The equity value of the Target Company was derived by applying the adjusted valuation multiples to the corresponding financial metrics as of the Valuation Date. The results derived from the P/B and EV/TA approaches are summarized below.

P/B Valuation Analysis

Valuation Analysis	Valuation Date	Formula
Net Book Value of VAX as at 31 March 2026	55,666,478	A
Applicable P/B Multiple	62.79	B
100% Equity Value of VAX as at 31 March 2026 (Non-controlling and marketable basis)	3,495,047,045	$C = A * B$
DLOM	20.40%	D
100% Equity Value of VAX as at 31 March 2026 (Non-controlling and non-marketable basis)	2,782,000,000	$E = C * (1 - D)$

Unit: HKD, if not specified

Note: Figures may not sum or calculate to the exact totals shown due to rounding.

EV/TA Valuation Analysis

Valuation Analysis	Valuation Date	Formula
Total Asset of VAX as at 31 March 2026	78,012,214	A
Applicable EV/TA Multiple	17.69	B
Enterprise Value of VAX as at 31 March 2026	1,380,248,982	$C = A * B$
Add: Cash and Cash Equivalent	56,741,872	D
Minus: Debt	—	E
Minus: Lease Liabilities	(2,241,666)	F
100% Equity Value of VAX as at 31 March 2026 (Non-controlling and marketable basis)	1,434,749,188	$G = C + D - E - F$
DLOM	20.40%	H
100% Equity Value of VAX as at 31 March 2026 (Non-controlling and non-marketable basis)	1,142,000,000	$I = G * (1 - H)$

Unit: HKD, if not specified

Note: Figures may not sum or calculate to the exact totals shown due to rounding.

Conclusion of Value

The discrepancy between the P/B-derived valuation (HKD 2,782 million) and the EV/TA-derived valuation (HKD 1,142 million) stems from the fundamental accounting treatment of liabilities and cash within each multiple's denominator.

P/B multiple looks strictly at Net Asset Value (Equity), capturing the full residual claim on all assets after liabilities. For a licensed virtual asset platform where equity value is heavily underpinned by scarce regulatory licenses rather than physical assets, book equity reflects the direct net worth of the entity.

EV/TA multiple measures Enterprise Value against Total Assets. Enterprise Value adds back debt and strips out cash, meaning the resulting multiple is heavily sensitive to the gross asset scale and cash positioning on the balance sheet.

The equity value of the Target Company was assessed utilizing both the P/B and EV/TA multiples. Upon equal weighting of these valuation indicators, the equitable value of 100% equity interest in VAX, on a non-controlling and non-marketable basis, is concluded at HKD 1,962,000,000.

13 DISCLAIMER AND LIMITATION

Our valuation is subject to the General Services Conditions attached at the rear of this report as an Appendix. Our findings or conclusion of values of the subject(s) in this report are valid only for the stated purpose and at the Valuation Date, and for the sole use of the Instructing Party.

Our liability for loss or damage shall be limited to such sum as we ought reasonably to pay having regard to our responsibility for the same on the basis that all other consultants and specialists, where appointed, shall be deemed to have provided to the Instructing Party contractual undertakings in respect of their services and shall be deemed to have paid to the Instructing Party such contribution as may be appropriate having regard to the extent of their responsibility for such loss or damage.

Our liability for any loss or damage arising out of the action or proceedings aforesaid shall, notwithstanding the preceding provisions, in any event be limited to a sum not exceeding three (3) times of the amount of our agreed fee(s) for this engagement. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, loss of profits, opportunity cost, etc.), even if it has been advised of their possible existence. For the avoidance of doubt our liability shall never exceed the lower of the sum calculated in accordance with the preceding provisions and the sum provided for in this clause.

The Instructing Party is required to indemnify and hold us and our personnel harmless from any claims, liabilities, costs and expenses (including, without limitation, attorney's fees and the time of our personnel involved) brought against, paid or incurred by us at a time and in any way based on the information made available in connection with our engagement except to the extent

that any such losses, expenses, damages or liabilities are ultimately determined to be the result of gross negligence, misconduct, willful default or fraud of our engagement team in conducting its work. This provision shall survive even after the termination of this engagement for any reason.

We reserve the right to include your company/firm name in our client list, but we will maintain the confidentiality of all conversations, documents provided to us, and the contents of our reports, subject to legal or administrative process or proceedings. These conditions can only be modified by written documents executed by both parties.

Any decision to purchase, sell or transfer any interest in the valuation subjects shall be the owners' sole responsibility, as well as the structure to be utilized and the price to be accepted. The selection of the price to be accepted requires consideration of factors beyond the information we will provide or have provided. An actual transaction involving the subject business might be concluded at a higher value or at a lower value, depending upon the circumstances of the transaction and the business, and the knowledge and motivations of the buyers and sellers at that time.

14 CONCLUSION

The conclusion of value is based on the accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained.

While the assumptions and consideration of such matters are considered to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Instructing Party and/or CHFT Advisory and Appraisal Ltd (the "CHFT").

Based on the valuation methodology adopted, we are of the opinion that the equitable value of 100% Equity Interest of **Hong Kong Virtual Asset Exchange Limited**, as at the Valuation Date, is shown as follows:

Valuation Date

31 March 2026

Equitable Value of 100% Equity Interest in VAX
(Non-controlling and Non-marketable Basis) (Round)

HKD 1,962,000,000

We hereby certify that we have neither present nor prospective interests in the Target Company or the value(s) reported.

Yours faithfully,

For and on behalf of

CHFT Advisory and Appraisal Limited

Deber Chan CFA

Associate Director

Appendix — General Services Terms and Conditions

- 1. Reliance** Unless otherwise documented in a separate reliance letter, this valuation is strictly and only for the use of the Reliant Party(ies) and for the Purpose specifically stated. No reliance may be made by any third party without our prior written consent. No one should rely on our report as a substitute for their own due diligence.
- 2. Integrity of the Whole Report** This report and valuation, including this appendix, shall be used only in its entirety and no part shall be used without making reference to the whole report. The valuation may not be used in conjunction with any other valuation or study.
- 3. Verification** We recommend that before any financial transaction is entered into based upon this valuation, you obtain verification of the information contained within our report and the validity of the assumptions you have adopted. We would advise you that whilst we have valued the Subject(s) reflecting current market conditions, there are certain risks, which may be or may become uninsurable. Before undertaking any financial transaction based upon this valuation, you should satisfy yourselves as to the current insurance cover and the risks that may be involved should an uninsured loss occur.
- 4. Confidentiality** The contents of this valuation and report are confidential to the party to whom they are addressed for the specific purpose to which they refer and are for their use only. No responsibility will be accepted or assumed to any third party who may use or rely on the whole or any part of our valuation.
- 5. Publication** Neither the whole nor any part of this valuation may be published in any document, statement, circular or otherwise by any party other than CHFT, nor in any communication with any third party, without the prior written approval from CHFT, and subject to any conditions determined by CHFT, including the form and context in which it is to appear.
- 6. Status of Valuer** We certify that the valuer(s) who handled this valuation is competent and authorised to practise as an External Valuer. The valuer does not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the property and is in a position to provide an objective and unbiased valuation. Our compensation is not contingent in any way upon our conclusions of value.

- 7. Challenge from Court** We or our personnel shall not be required to give testimony or attendance in court or to any government agency by reason of this report, and the valuer accepts no responsibility whatsoever to any other person. In all matters that may be potentially challenged by a Court or others, we do not take any responsibility for the degree of reasonableness of contrary positions that others may choose to take, nor for the costs or fees that may be incurred in the defence of our recommendations against such challenge(s). We will, however, retain our supporting work papers for your matter(s), and will be available to assist in active defence of our professional positions taken, at our then current rates, plus direct actual expenses and according to our then standard professional agreement.
- 8. Information from other Sources** The valuation contains information which is derived from other sources. Unless otherwise specifically instructed by you and/or stated in the valuation, we have not independently verified that information, nor adopted it as our own, or accepted its reliability. The Reliant Party(ies) accepts the risk that if any of the unverified information/advice provided by others and referred to in the valuation is incorrect, then this may have an effect on the valuation.
- 9. Retention of Documents** All files, working papers or documents developed by us during the course of the engagement will be our property. We will retain this data for at least six years.
- 10. Projections** To the extent that the valuation includes any statement as to any projections/future matter(s), that statement is provided as an estimate and/or opinion based on the information known to CHFT. CHFT does not warrant that such statements are accurate or correct.
- 11. Local Legislations** No effort has been made to determine the possible effect, if any, on the Subject(s) because of future country, provincial or local legislations/regulations, including any environmental or ecological matters or interpretations thereof.
- 12. Other Expertise** No opinion is intended to be expressed for matters which require legal or other specialised expertise or knowledge, beyond that customarily employed by appraisers.

- 13. Valuation Opinion** CHFT employs recognised valuation methodology(ies) in estimating the value of the Subject(s). The result is the best estimate of value CHFT can produce, but it is an estimate and not a guarantee, and it is fully dependent upon the accuracy of the assumptions as to income, expenses, and market conditions. We have not independently verified market evidence/information nor can we comment on or accept its reliability. The Reliant Party(ies) accepts the risk that if any of the evidence/information/advice provided by others and referred to in our valuation is incorrect, then this may have an effect on the valuation.
- 14. Future Change in Value** This valuation and report reflect facts and conditions existing at the Valuation Date. Subsequent events have not been considered, and we have no obligation to update our report for such events and conditions. We have no responsibility or obligation to update this report for events or circumstances occurring subsequent to the Valuation Date.
- 15. Regular Review Recommended** No warranty can be given as to the maintenance of this value into the future. Therefore, valuation of the Subject(s) should be reviewed periodically.
- 16. Reliance Window** Without limiting the generality of the above comment, we do not assume any responsibility or accept any liability, nor should the valuation be relied upon, after the expiration of 3 months from the date of valuation, or such earlier date if the Reliant Party(ies) becomes aware of any factors that may have an effect on the valuation and has not disclosed such information to CHFT.
- 17. Other Matters may affect Value** If the Instructing Party(ies)/Reliant Party(ies) becomes aware of any matters which affect or may affect the valuation, then CHFT must be advised of those matters, and reliance must not be placed on the valuation under any circumstance.

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 inquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. SHARE CAPITAL

As at the Latest Practicable Date, the authorised and issued share capital of the Company were as follows:

	Number of Shares	Nominal Value HK\$	Share Capital HK\$
Ordinary Shares			
<i>Authorised</i>			
Shares as at the Latest Practicable Date	2,000,000,000	0.005	10,000,000
<i>Issued and fully paid</i>			
Shares in issue as at the Latest Practicable Date	259,150,000	0.005	1,295,750

3. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVES

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV to the SFO) which are 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 are taken or deemed to have under such provisions of SFO), or to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules were listed as follows:

Name of Director	Capacity/nature of interest	Number of Shares or underlying Shares	Approximate percentage of Shareholding in the Company
Dr. So Shu Fai (<i>Note 1</i>)	Interest of a controlled corporation	193,874,241	74.81%
Mr. Tom Xie (<i>Note 2</i>)	Beneficial owner	1,514,935	0.58%
Mr. Chan Wai Dune (<i>Note 3</i>)	Beneficial owner	517,467	0.20%

Notes:

1. Perfect Gain Group Limited is solely owned by Dr. So Shu Fai which in turn owns 193,874,241 Shares of the Company. By virtue of the SFO, Dr. So Shu Fai is deemed or taken to be interested in all the Shares which are beneficially owned by Perfect Gain Group Limited. Furthermore, pursuant to the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible Bonds Subscription Supplemental Agreement and as at the Latest Practicable Date, Dr. So Shu Fai is interested in the Consideration Conversion Shares, amounting to 2,000,000 Shares.
2. These interests comprise: (i) 100,000 underlying Shares in respect of the share awards granted to Mr. Xie under the 2023 Share Scheme, which vested on 30 September 2024; (ii) 1,034,935 Shares which may be issued upon the exercise of share options granted to Mr. Xie under the 2023 Share Scheme, the grant of which was approved by the Board and vested on 28 March 2025, as adjusted in accordance with the terms of the 2023 Share Scheme following the rights issue of the Company completed on 14 January 2026 (the “**Rights Issue**”); (iii) 280,000 rights shares allotted to Mr. Xie pursuant to the Rights Issue; and (iv) 100,000 underlying Shares in respect of the share awards granted to Mr. Xie under the 2023 Share Scheme, which vested on 10 January 2026.
3. These interests refer to 517,467 Shares that may be issued upon exercise of the share options granted to Mr. Chan under the 2023 Share Scheme, as adjusted in accordance with the terms of the 2023 Share Scheme following the Rights Issue. Such grant was approved by the Board and the vesting date thereof was 28 March 2025.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executives of the Company and their respective close associates had, or was deemed to have, any interest in the long and short positions in the shares, underlying shares and/or debentures of the

Company or any of its associated corporations, which was required to be notified to the Stock Exchange and the Company pursuant to the SFO, or recorded in the Register of Directors and Chief Executives or notified to the Stock Exchange and the Company under the Model Code.

4. DIRECTOR'S INTERESTS

- (i) As at the Latest Practicable Date, save for Dr. So Shu Fai's interests in VAX Limited, none of the Directors had any direct or indirect interest in any assets which have been, since 31 March 2026, being the date to which the latest published audited consolidated financial statements of the Company were made up, acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, any member of the Group.
- (ii) As at the Latest Practicable Date, save for Dr. So Shu Fai's interests in the VAX Sale and Purchase Agreement and the VAX Sale and Purchase Supplemental Agreement and the transactions contemplated thereunder (details of which are set out in the section headed "EGM" in the letter from the Board of this circular), none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date and which was significant in relation to the business of the Group.
- (iii) As at the Latest Practicable Date, none of the Directors or chief executives of the Company or their respective associates (as defined in the Listing Rules) had any competing interests, or was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group, which would be required to be disclosed under Rule 8.10 of the Listing Rules as if each of them was a controlling Shareholder of the Company.

5. DIRECTORS' SERVICE CONTRACTS

Each of the existing executive Directors, namely Dr. So Shu Fai and Mr. Tom Xie, has entered into a service contract with the Company for a term of three years commencing from 1 December 2024, which may be terminated by, not less than three months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of our Directors as set forth in the articles of association of the Company.

For the existing non-executive Directors, Mr. Chan Wai Dune has signed a letter of appointment with the Company for a term of two years commencing from 8 November 2025 and Mr. Ning Rui has signed a letter of appointment with the Company for a term of two years commencing from 1 September 2026, subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than one month's notice in writing served by either party on the other.

For the existing Independent Non-Executive Directors, each of Mr. Yau Pak Yue and Mr. Chung Wai Man has signed a letter of appointment with the Company for a term of two years commencing from 1 July 2026 and Ms. Lin Ying has signed a letter of appointment with the Company for a term of two years commencing from 1 September 2026 subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than one month's notice in writing served by either party on the other.

No Director has a service contract which is not determinable by the Company or any of its subsidiaries within 1 year without payment of compensation, other than statutory compensation.

6. DISCLOSURE OF INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as it is known to any Director or the chief executives of the Company, the following persons (other than Directors and chief executives of the Company) had, or were deemed or taken to have an interest or short position in the Shares and underlying Shares, which are required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, or is directly or indirectly, interest in 10% of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group:

Name of Shareholder	Capacity/nature of interest	Number of Shares	Approximate percentage of Shareholding in the Company
Perfect Gain Group Limited (Note 1)	Beneficial owner	193,874,241	74.81%
Ms. Cheng Miu Bing Christina (Note 2)	Interest of spouse	193,874,241	74.81%

Notes:

1. Dr. So Shu Fai beneficially owns 100% of the issued share capital of Perfect Gain Group Limited. By virtue of the SFO, Dr. So Shu Fai is deemed to be interested in 193,874,241 Shares held by Perfect Gain Group Limited.
2. Ms. Cheng Miu Bing Christina is the spouse of Dr. So Shu Fai. By virtue of the SFO, Ms. Cheng Miu Bing is deemed to be interested in the Shares of the Company held by Dr. So Shu Fai. Furthermore, pursuant to the Consideration Convertible Bonds Subscription Agreement and the Consideration Convertible Bonds Subscription Supplemental Agreement, Dr. So Shu Fai is interested in the Consideration Conversion Shares, amounting to 2,000,000 Shares.

Save as disclosed above, so far as is known to the Directors, there was no other person (other than Directors and chief executives of the Company) who as at the Latest Practicable Date had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, would be required to be recorded in the register to be kept by the Company pursuant to section 336 of the SFO or, had a direct or indirect interests amounting to 10% or more of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group.

7. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there was no 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 made up.

8. LITIGATION

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

9. QUALIFICATION AND CONSENT OF EXPERTS

The following are the qualifications of the experts who have given statement or opinion or advice or report which are contained or referred to in this circular:

Name	Qualification
CHFT	Independent Valuer
uSmart Securities Limited	a corporation licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in future contracts), Type 4 (advising on securities), Type 5 (advising on future contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO

As at the Latest Practicable Date, each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and/or report and/or opinion and references to its name, in the form and context in which it appears. The letter and/or report and/or opinion from each of the above experts was given as of the date of this circular for incorporation in this circular.

As at the Latest Practicable Date, each of the above experts had no shareholding interest 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 of any member of the Group.

As at the Latest Practicable Date, each of the above experts was not interested, directly or indirectly, in any assets which had since 31 March 2026, being the date to which the latest published audited financial statements of the Company were made up, been acquired, disposed of by or leased to any member of the Group or which are proposed to be acquired, disposed of by or leased to any member of the Group.

10. DOCUMENTS ON DISPLAY

The following documents will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.domainepower.com>) for a period of 14 days from the date of this circular:

- (i) VAX Sale and Purchase Agreement;
- (ii) Consideration Convertible Bonds Subscription Agreement;
- (iii) VAX Sale and Purchase Supplemental Agreement; and
- (iv) Consideration Convertible Bonds Subscription Supplemental Agreement.

11. MISCELLANEOUS

- (i) The registered office of the Company is at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands.
- (ii) The principal place of business of the Company in Hong Kong is at Unit 2203A, 22/F, Wu Chung House, No. 213 Queen's Road East, Wan Chai, Hong Kong.
- (iii) The branch share registrar of the Company in Hong Kong is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (iv) The company secretary of the Company is Ms. Lai Wai Sheung FCPA.
- (v) The English text of this circular and the accompanying form of proxy will prevail over the Chinese text in the event of any inconsistency.

NOTICE OF EGM

DOMAINE POWER HOLDINGS LIMITED

域能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 442)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Domaine Power Holdings Limited (the “**Company**”) will be held at 9/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 11 November 2026 at 11 a.m. to consider and, if thought fit, approve, with or without modifications, the following resolution as ordinary resolution of the Company.

Unless the context requires otherwise, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 22 October 2026 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the VAX Acquisition, including the VAX Sale and Purchase Agreement (as amended and supplemented by the VAX Sale and Purchase Supplemental Agreement), the Consideration Convertible Bonds Subscription Agreement (as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement), and the transactions contemplated thereunder, including the issue of the Consideration Convertible Bonds, be and are hereby approved, confirmed and ratified;
- (b) subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consideration Conversion Shares, the Specific Mandate be and is hereby granted to the Directors to allot and issue the Consideration Conversion Shares upon exercise of the conversion rights attached to the Consideration Convertible Bonds in accordance with the terms of the Consideration Convertible Bonds Subscription Agreement as amended and supplemented by the Consideration Convertible Bonds Subscription Supplemental Agreement; and
- (c) any one or more Directors be and is/are hereby authorised to do all such acts and things and sign, execute, execute under seal (where required), perfect and deliver all such documents, and take all such steps, as he/she/they may consider necessary, desirable or expedient to implement or give effect to the foregoing.”

By order of the board of
Domaine Power Holdings Limited
Dr. So Shu Fai
Executive Director and Chairman

Hong Kong, 22 October 2026

NOTICE OF EGM

Registered Office:

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

Principal Place of Business in Hong Kong:

Unit 2203A, 22/F
Wu Chung House
No. 213 Queen's Road East
Wan Chai
Hong Kong

Notes:

1. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from 6 November 2026 to 11 November 2026 both dates inclusive, during which period no transfer of Shares will be effected. To qualify for the attendance and voting at the EGM, all transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 5 November 2026. The record date for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the Extraordinary General Meeting is Wednesday, 11 November 2026.
2. All resolution(s) at the EGM will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.domainepower.com) in accordance with the Listing Rules.
3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a Shareholder of the Company.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Ltd. at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before (i.e. 11 a.m. on 9 November 2026) the time appointed for holding the EGM or any adjourned meeting thereof (as the case may be).
6. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
7. Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.
8. If a tropical cyclone warning signal no. 8 or above or a black rainstorm warning is in force at or after 8 a.m. on the date of the EGM, the EGM will be postponed or adjourned to such date, time and place as the Board may decide and announce by issuing further announcement.

As at the date of this notice, the Board comprises two executive Directors, namely Dr. So Shu Fai (Chairman) and Mr. Tom Xie (Chief Executive Officer); two non-executive Directors, namely Mr. Chan Wai Dune and Mr. Ning Rui; and three independent non-executive Directors, namely Mr. Yau Pak Yue, Mr. Chung Wai Man, and Ms. Lin Ying.