
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult a licensed securities dealer, registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser(s).

If you have sold or transferred all your shares in CCIAM Future Energy Limited (the “Company”), you should at once hand the Prospectus Documents to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or transferee. The Prospectus Documents should not, however, be distributed, forwarded or transmitted to, into or from any jurisdiction where to do so might constitute a violation of the relevant local securities laws or regulations.

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed “13. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES” in Appendix III to this Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission, The Stock Exchange of Hong Kong Limited and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of the Prospectus Documents or any other document(s) referred to above.

Dealings in the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS established and operated by Hong Kong Securities Clearing Company Limited (“HKSCC”) and you should consult a licensed securities dealer, registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser(s) for details of those settlement arrangements and how such arrangements may affect your rights and interests.

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

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

Distribution of this Prospectus into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of this Prospectus should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction for which the Company will not accept any liability.

CCIAM Future Energy Limited 信能低碳有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 145)

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

Placing Agent
uSMART Securities
盈立證券
uSmart Securities Limited

Capitalised terms used herein shall have the same meanings as those defined in the section headed “DEFINITIONS” in this Prospectus, unless otherwise stated.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully subscribed, the Rights Shares not taken up by the Qualifying Shareholders or renounees or transferees of the Nil-paid Rights under the PALs will be placed to independent Placees under the Compensatory Arrangements. The Placing Shares which remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There is also no statutory requirement regarding minimum subscription level in respect of the Rights Issue. The Rights Issue is subject to the fulfillment of conditions set out in the section headed “LETTER FROM THE BOARD – CONDITIONS OF THE RIGHTS ISSUE” in this Prospectus. If any of the conditions referred to above are not fulfilled by Friday, 12 December 2025, the Rights Issue will not proceed.

Dealings in the Rights Shares in the nil-paid form will take place from Wednesday, 19 November 2025 to Wednesday, 26 November 2025 (both days inclusive). Any Shareholder or other person dealing in the Shares and/or the Nil-paid Rights up to the date on which all the conditions to which the Rights Issue are fulfilled (which is expected to be on Friday, 12 December 2025) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Nil-paid Rights. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). The Latest Time for Acceptance is 4:00 p.m. on Monday, 1 December 2025. The procedures for acceptance, splitting of provisional allotment and payment and/or transfer of the Rights Shares are set out on pages 15 to 16 of this Prospectus.

17 November 2025

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE	ii
DEFINITIONS	1
LETTER FROM THE BOARD	7
APPENDIX I – FINANCIAL INFORMATION OF THE GROUP.....	I-1
APPENDIX II – UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP.....	II-1
APPENDIX III – GENERAL INFORMATION	III-1

EXPECTED TIMETABLE

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

All time and date references contained in this Prospectus shall refer to Hong Kong local time and dates.

Event	Date (Hong Kong time)
First day of dealings in Nil-paid Rights	Wednesday, 19 November 2025
Latest time for splitting of the PALs	4:30 p.m. on Friday, 21 November 2025
Last day of dealing in Nil-paid Rights	Wednesday, 26 November 2025
Latest time for acceptance of and payment for the Rights Shares	4:00 p.m. on Monday, 1 December 2025
Announcement of the number of the Placing Shares subject to the Compensatory Arrangements	Thursday, 4 December 2025
Commencement of placing of the Placing Shares by the Placing Agent	Friday, 5 December 2025
Latest time of placing of the Placing Shares by the Placing Agent	Friday, 12 December 2025
Latest time for the Rights Issue and placing of the Placing Shares to become unconditional	Friday, 12 December 2025
Announcement of results of the Rights Issue (including results of the placing of the Placing Shares and the amount of the Net Gain per Placing Share under the Compensatory Arrangements)	Thursday, 18 December 2025

EXPECTED TIMETABLE

Event	Date (Hong Kong time)
Despatch of share certificates for fully-paid Rights Shares or refund cheques (if the Rights Issue does not proceed) and completion of the Placing to take place.	Friday, 19 December 2025
Commencement of dealings in fully-paid Rights Shares.	9:00 a.m. on Monday, 22 December 2025
Designated broker starts to stand in the market to provide matching services for odd lots of Shares	9:00 a.m. on Monday, 22 December 2025
Payment of Net Gain to relevant No Action Shareholders or Excluded Shareholders (if any)	Tuesday, 6 January 2026
Designated broker ceases to stand in the market to provide matching services for odd lots of Shares	4:00 p.m. on Wednesday, 14 January 2026

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

The Latest Time for Acceptance will not take place if there is a tropical cyclone warning signal no. 8 or above or a “black” rainstorm warning or Extreme Conditions:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 1 December 2025. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 1 December 2025. Instead, the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on the date as currently scheduled, the dates mentioned in the “EXPECTED TIMETABLE” above may be affected. An announcement will be made by the Company in such event as soon as practicable.

DEFINITIONS

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

“AFRC”	the Accounting and Financial Reporting Council in Hong Kong
“Announcement”	the announcement of the Company dated 9 October 2025 in relation to, among other things, the Rights Issue and the Placing
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted or the Extreme Conditions is announced in Hong Kong between 9:00 a.m. to 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong (as amended from time to time)
“Company”	CCIAM Future Energy Limited (Stock Code: 145), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Compensatory Arrangements”	placing of the Placing Shares by the Placing Agent
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“ES Unsold Rights Share(s)”	the Rights Share(s) which would otherwise have been provisionally allotted to the Excluded Shareholders in nil-paid form that have not been sold by the Company

DEFINITIONS

“Excluded Shareholder(s)”	those Overseas Shareholder(s) to whom the Directors, after making enquiries regarding the legal restrictions under the laws of the relevant jurisdictions or the requirements of the relevant regulatory authorities or stock exchanges, consider it necessary or expedient to exclude them from the Rights Issue
“Extreme Conditions”	the extreme conditions as announced by any Hong Kong Government department or body or otherwise, whether or not under or pursuant to the revised “Code of Practice in Times of Typhoons and Rainstorms” issued by the Labour Department in June 2019 in the event of serious disruption of public transport services or government services, extensive flooding, major landslides or large-scale power outage after typhoons or incidents similar in seriousness or nature
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC’s services and the operations and functions of CCASS or any other platform, as from time to time in force
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons
“Last Trading Day”	8 October 2025, being the last trading day of the Shares on the Stock Exchange prior to the release of the Announcement
“Latest Placing Date”	12 December 2025 or such other date as the Company and the Placing Agent may agree in writing, being the latest date for the Placing Agent to place the Placing Share(s)

DEFINITIONS

“Latest Practicable Date”	11 November 2025, being the latest practicable date prior to printing of this Prospectus for the purpose of ascertaining certain information contained in this Prospectus
“Latest Time for Acceptance”	4:00 p.m. on Monday, 1 December 2025 or such other date and time as may be determined by the Company, being the latest time for acceptance of the offer of and payment for the Rights Share(s)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	12 December 2025
“Net Gain”	any premiums (being the aggregate amount paid by the Placees over (i) the Subscription Price for the Placing Shares placed by the Placing Agent; and (ii) the commission and expenses of the Placing Agent and any other related expenses/fees under the Placing Agreement) under the Compensatory Arrangements
“Nil-paid Rights”	rights to subscribe for Rights Shares before the Subscription Price is paid
“No Action Shareholder(s)”	Qualifying Shareholder(s) or their renouncee(s) who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or such persons who are holders of Nil-paid Rights when such Nil-paid Rights lapse
“Optionholder’s Undertakings”	the undertaking(s) by the holders of the Share Options, whereby each of such Share Option holders irrevocably undertakes, represents and warrants to the Company that he/she will not exercise such Share Options held by him/her for the period from the date of such undertaking to the close of business on the Record Date (both days inclusive)
“Overseas Shareholder(s)”	the Shareholder(s) (whose (respective) name(s) appear on the register of members of the Company at the close of business on the Record Date) with (their respective) registered address(es) outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) in respect of the Rights Issue proposed to be issued to the Qualifying Shareholder(s)

DEFINITIONS

“Placee(s)”	individuals, corporate, institutional investors or other investor, procured by the Placing Agent and/or its sub-placing agents to subscribe for the Placing Share(s) pursuant to the Placing Agreement
“Placing”	the placing of the Placing Share(s) on and subject to the terms and conditions set out in the Placing Agreement
“Placing Agent”	uSmart Securities Limited, a corporation licensed under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO
“Placing Agreement”	the placing agreement dated 8 October 2025 and entered into between the Company and the Placing Agent in relation to the Placing on a best effort basis
“Placing Completion Date”	the fifth (5th) Business Day after the Long Stop Date or such other date as the Parties may agree in writing, subject to the conditions set out in the Placing Agreement having been satisfied and/or fulfilled (or waived, as the case may be);
“Placing Share(s)”	the Unsubscribed Rights Share(s) and the ES Unsold Rights Share(s)
“PRC”	The People’s Republic of China
“Prospectus”	the prospectus issued to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL
“Prospectus Posting Date”	17 November 2025 or such other date as may be determined by the Company, being the date of the despatch of the Prospectus Documents to the Qualifying Shareholders (in case of Excluded Shareholder(s), the Prospectus only)
“Public Float Requirement”	the public float requirements under Rule 8.08 of the Listing Rules immediately after completion of the Placing which requires, <i>inter alia</i> , at least 25% of the issuer’s total number of issued shares (excluding treasury shares) must at all times be held by the public

DEFINITIONS

“Qualifying Shareholder(s)”	the Shareholder(s), other than the Excluded Shareholder(s), whose (respective) name(s) appear(s) on the register of members of the Company at the close of business on the Record Date
“Record Date”	14 November 2025 or such other date as may be determined by the Company for the determination of the Shareholder’s(s’) entitlements to the Rights Issue
“Registrar”	Tricor Investor Services Limited, being the share registrar and transfer office of the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Rights Issue”	the Rights Shares for subscription by the Qualifying Shareholders by way of Rights Issue on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date at the Subscription Price of HK\$0.153 per Rights Share payable in full on application or otherwise in accordance with the terms and conditions set out in the Prospectus Documents
“Rights Share(s)”	up to 122,067,272 new Share(s) for subscription by the Qualifying Shareholders by way of Rights Issue
“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)
“Share(s)”	ordinary share(s) in the share capital of the Company
“Share Options”	as at the Latest Practicable Date, 712,418 outstanding share options granted under the Share Option Scheme
“Share Option Scheme”	the old share option scheme adopted by the Company on 25 May 2018 was terminated when the new share option scheme was adopted on 2 June 2023
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subscription Price”	the subscription price of HK\$0.153 per Rights Share
“Takeovers Code”	The Codes on Takeovers and Mergers and Share buy-backs issued by the SFC
“Unsubscribed Rights Share(s)”	the Rights Share(s) that are not subscribed by the Qualifying Shareholder(s)
“%”	per cent.

LETTER FROM THE BOARD

CCIAM Future Energy Limited 信能低碳有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 145)

Executive Directors:

Mr. Cheng Lut Tim

Mr. Chong Kok Leong

Mr. So David Tat Man

Mr. Zhuang Miao Zhong

Registered office and principal

place of business in Hong Kong:

Unit D, 7/F

Seabright Plaza

9-23 Shell Street

North Point

Hong Kong

Independent non-executive Directors:

Ms. Li Liming

Mr. Yeung Wai Hung, Peter

Ms. Yuen Wai Man

17 November 2025

To the Qualifying Shareholders and, for information purpose only, the Excluded Shareholders,

Dear Sir or Madam,

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

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the Rights Issue, the Placing Agreement and the transactions contemplated thereunder. The Board announced that the Company proposed to raise gross proceeds of up to approximately HK\$18,676,293 (before expenses) by issuing up to 122,067,272 Rights Shares to the Qualifying Shareholders by way of the Rights Issue at the Subscription Price of HK\$0.153 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date.

From the date of the Announcement and up to 14 November 2025, being the Record Date, no issue or repurchase of Shares has been conducted. As a result, the total number of issued Shares as at the Record Date was 244,134,544 Shares and the total number of Rights Shares to be issued will be up to 122,067,272 Rights Shares. The Rights Issue will only be available to the Qualifying Shareholders and will not be available to the Excluded Shareholders.

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with, among other things, further details on (i) the Rights Issue, including the procedures for acceptance and payment and/or transfer of the Rights Shares provisionally allotted to you; (ii) the financial information of the Group; and (iii) the general information of the Group.

PROPOSED RIGHTS ISSUE

The Board proposed the Rights Issue, details of which are summarised below:

Rights Issue statistics

Basis of the Rights Issue	:	One (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	:	HK\$0.153 per Rights Share
Net Subscription Price per Rights Share (i.e. Subscription Price less Rights Issue expenses)	:	Approximately HK\$0.139 per Rights Share
Number of Shares in issue as at the Latest Practicable Date and the Record Date	:	244,134,544 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue	:	Up to 122,067,272 Rights Shares
Enlarged number of Shares in issue upon completion of the Rights Issue	:	Up to 366,201,816 Rights Shares
Gross proceeds to be raised before expenses	:	Up to approximately HK\$18,676,293

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 712,418 outstanding Share Options granted under the Company's Share Option Scheme. As at the date of the Announcement, each of the holders of the Share Options has signed the Optionholder's Undertakings not to exercise the Share Options granted to him/her from the date of the Optionholder's Undertakings to the close of business on the Record Date (both days inclusive). Save as disclosed above, as at the Latest Practicable Date, the Company does not have any other share options, derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares prior to the Record Date. As a result, the total number of issued Shares as at the Record Date was 244,134,544 Shares and the total number of Rights Shares to be issued by the Company will be up to 122,067,272 Rights Shares. The 122,067,272 Rights Shares to be issued pursuant to the terms of the proposed Rights Issue represent 50.00% of the total number of issued Shares and approximately 33.33% of the total number of issued Shares as enlarged by the allotment and issue of the Rights Shares (assuming all the Rights Shares will be taken up).

As at the Latest Practicable Date, save for the Optionholder's Undertakings, the Board has not received any information or other undertakings from any Shareholders of their intention to take up or not to take up the securities of the Company to be offered to them under the Rights Issue.

Optionholder's Undertakings

As at the date of the Announcement, each of the holders of the Share Options has signed the Optionholder's Undertakings not to exercise the Share Options granted to him/her from the date of the Optionholder's Undertakings to the close of business on the Record Date (both days inclusive).

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully subscribed, the Rights Shares not taken up by the Qualifying Shareholders or renouncees or transferees of the Nil-paid Rights under the PALs will be placed to independent Placees under the Compensatory Arrangements. The Placing Shares which remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There is also no statutory requirement regarding minimum subscription level in respect of the Rights Issue.

LETTER FROM THE BOARD

As the Rights Issue will proceed on a non-underwritten basis, any Shareholder who applies to take up all or part of his/her/its entitlements under the PALs or by transferees of the Nil-paid Rights, may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which (i) does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5)(b) of the Listing Rules; and/or (ii) does not result in the non-compliance of the Public Float Requirement on the part of the Company.

Subscription Price

The Subscription Price of HK\$0.153 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the Rights Issue, or where a transferee of the Nil-paid Rights applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 27.83% to the closing price of HK\$0.212 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 18.62% to the closing price of HK\$0.188 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 19.05% to the average closing price of approximately HK\$0.189 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 19.90% to the average closing price of approximately HK\$0.191 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 13.07% to the theoretical ex-rights price of approximately HK\$0.176 per Share based on the closing price of HK\$0.188 per Share as quoted on the Stock Exchange on the Last Trading Day;

LETTER FROM THE BOARD

- (vi) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of a discount of approximately 6.63%, represented by the theoretical diluted price of approximately HK\$0.178 per Share to the benchmarked price of HK\$0.191 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price of HK\$0.188 per Share on the Last Trading Day and the average closing price of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days prior to the Last Trading Day of HK\$0.191 per Share); and
- (vii) a discount of approximately 6.13% to the unaudited consolidated net asset value per Share of approximately HK\$0.163 (based on the latest published unaudited consolidated net asset value of the Group as at 30 June 2025 of approximately HK\$39,872,000 as disclosed in the interim report of the Company for the six months ended 30 June 2025 and 244,134,544 Shares in issue as at the Latest Practicable Date).

The Subscription Price was set at a discount to the then recent closing prices of the Shares such as (i) the average closing price of approximately HK\$0.190 per Share for the last one month up to and including the Last Trading Day (the “**1-month Average**”); (ii) the average closing price of approximately HK\$0.195 per Share for the last two months up to and including the Last Trading Day (the “**2-month Average**”) and (iii) the average closing price of approximately HK\$0.191 per Share for the last three months up to and including the Last Trading Day (the “**3-month Average**”) as considered by the Directors aiming at lowering the further investment cost of the Shareholders so as to encourage them to take up their entitlements to maintain their shareholdings in the Company, thereby minimising dilution impact. The Subscription Price represents a discount of approximately 19.47%, 21.54% and 19.90% to the 1-month Average, 2-month Average and 3-month Average, respectively. Due to the Share’s stable closing prices over the past three months, the relevant discount does not vary significantly from the average closing prices across different periods. The Subscription Price was determined with reference to, (i) the then market price of the Shares under the then market sentiment and prevailing market conditions such as the Hang Sang Index rose from the lowest of 23,892 on 9 July 2025 in the last three months to 26,829 on the Last Trading Day which was in an upward trend; (ii) the financial position of the Group; and (iii) the reasons as discussed in the section headed “**REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS**” in this Prospectus. In addition, during the past three months, the average daily trading volume amounted approximately 0.79% of the total number of issued Shares as at the Last Trading Day, indicating a lack of liquidity and demand for the Shares. After taking into account the above factors and reasons, the Board considers that the terms of the Rights Issue (including the Subscription Price) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The estimated net price per Rights Share after deducting the related expenses of the Rights Issue will be approximately up to HK\$0.139.

LETTER FROM THE BOARD

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, shall rank *pari passu* in all respects among themselves and with the Shares then in issue, including the rights to receive all future dividends and other distributions which may be declared, made or paid with a record date which falls on or after the date of allotment of the Rights Shares in their fully-paid form.

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company as at the close of business on the Record Date and not be an Excluded Shareholder. In order to be registered as members of the Company on the Record Date so as to qualify for the Rights Issue, any transfer documents of the Shares (together with the relevant share certificate(s) and/or the instrument(s) of transfer) must be lodged with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 7 November 2025.

Shareholders whose Shares are held by nominee companies (or which are deposited in CCASS) should note that the Board will regard a nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee companies (or which are deposited in CCASS) are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date. Shareholders and investors should consult their professional advisers if they are in doubt as to their status and action to be taken.

The Prospectus is being made available and/or despatched (subject to Shareholders' election to receive physical copies) to the Shareholders. Copies of the Prospectus Documents are also available on the websites of the Company (<http://www.ccf.com.hk>) and the Stock Exchange (www.hkexnews.hk). The Prospectus only (excluding the PAL) is being made available and/or despatched (as the case may be) to the Excluded Shareholders for their information purpose only. The Company is sending the PALs to the Qualifying Shareholders individually in printed form. The Company will not send the PALs to the Excluded Shareholders.

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

Rights of the Overseas Shareholders

The Prospectus Documents will not be registered or filed under the securities law of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue as explained below.

LETTER FROM THE BOARD

According to the register of members of the Company as at the Record Date, there are eight Overseas Shareholders, with registered addresses situated in the British Virgin Islands (“**BVI**”), Malaysia, the PRC, Singapore and the United States of America (“**USA**”), who collectively held 499,741 Shares in aggregate, representing approximately 0.2047% of the total number of Shares in issue as at the Latest Practicable Date.

In compliance with Rule 13.36(2)(a) of the Listing Rules, the Directors have made enquiries with legal advisers of the BVI, Malaysia, the PRC, Singapore and the USA, respectively, on whether or not under the laws of the respective relevant overseas jurisdictions, the Rights Issue could be extended to the Overseas Shareholders.

The Company has been advised by its legal adviser of the BVI that there are no restrictions under the securities law or other similar laws in the BVI which would prevent the Company from including one (1) Shareholder having its registered address situate in the BVI (the “**BVI Shareholder**”) in the Rights Issue. Accordingly, the extension of the Rights Issue to the BVI Shareholder and the offering of the Rights Shares to the BVI Shareholder will not violate any applicable law or regulations in the BVI. There are no requirements of the relevant regulatory body or stock exchange in the BVI regarding the extension of the Rights Issue to the BVI Shareholder. It is the responsibility of the BVI Shareholder to observe the local legal and regulatory requirements applicable to it for taking up and onward sale (if applicable) of the Rights Shares. Based upon such advice, the Directors have decided to extend the Rights Issue to the BVI Shareholder, and it shall therefore be a Qualifying Shareholder.

With respect to the existing Shareholder in Singapore as at the Record Date, the Company has been advised by its Singapore legal adviser that the Rights Issue would appear to fall within the exemption from prospectus registration requirements under the Securities and Futures Act 2001 of Singapore (the “**SFA**”), and that the SFA does not prescribe any procedures or filing or registration requirements which are required to be complied with by the Company in extending the Rights Issue to the existing Shareholder in Singapore.

Relying on the respective advice of the Company’s BVI and Singapore legal advisers, the Directors have decided to extend the Rights Issue to its existing Shareholders in the BVI and Singapore, respectively, and these 2 Shareholders shall therefore be Qualifying Shareholders.

For the other six (6) Overseas Shareholders, who collectively held 401,084 Shares in aggregate, representing approximately 0.1643% of the total number of Shares in issue as at the Latest Practicable Date, based on the advice provided by legal advisers as to the laws of Malaysia, the PRC and the USA, respectively, the Directors are of the view that it is necessary and expedient to exclude the Overseas Shareholder in Malaysia, the PRC and the USA for the purpose of the Rights Issue and such Overseas Shareholders will be regarded as Excluded Shareholders as the extension of the Rights Issue to such Excluded Shareholders would, or might, in the absence of compliance with registration or other exemption requirements or other special formalities or specific requirements, be unlawful or impracticable and the cost to be incurred and time required for complying with the registration requirements would outweigh the possible benefits to the Company and the Excluded Shareholders. The Company will send a copy of this Prospectus (without the PAL) to the Excluded Shareholders for information only.

LETTER FROM THE BOARD

Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory outside Hong Kong, the BVI and Singapore may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof.

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

All ES Unsold Rights Shares, which would otherwise have been provisionally allotted to the Excluded Shareholders in nil-paid form, will be placed by the Placing Agent at the price at least equal to the Subscription Price under the Placing. For the Nil-paid Rights that are sold as described above but the buyers of such Nil-paid Rights do not take up the entitlement, such Unsubscribed Rights Shares will be subject to the Compensatory Arrangements. Any ES Unsold Rights Shares and Unsubscribed Rights Shares which are not placed under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

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

Basis of provisional allotments

The Rights Shares will be allotted on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders as at the close of business on the Record Date at the Subscription Price payable in full on application and otherwise on the terms and subject to the conditions set out in the Prospectus Documents. Any holdings (or balance of holdings) of less than two (2) Shares will not entitle their holders to be provisionally allotted a Rights Share. Please refer to the arrangement as referred to in the paragraph headed “**Fractional entitlement to the Rights Shares**” below.

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

LETTER FROM THE BOARD

Fractional entitlement to the Rights Shares

In any event, fractions of the Rights Shares will not be provisionally allotted to any of the Qualifying Shareholders. Fractional entitlements will be rounded down to the nearest whole number of Rights Shares and aggregated and, if a premium (net of expenses) can be obtained, sold in the market by the Company.

Application for the Rights Shares

The PALs relating to the Rights Shares are enclosed with this Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein and application by Qualifying Shareholders shall be made by completing such form(s) and lodging the same with separate remittance for the Rights Shares being applied for with the Registrar by the Latest Time for Acceptance.

Procedures for acceptance and payment and/or transfer of the Rights Shares provisionally allotted

Qualifying Shareholders should find enclosed with this Prospectus a PAL which entitles the Qualifying Shareholders to whom it is addressed to subscribe for the number of Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PALs, they must lodge the PALs in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance with the Registrar by no later than the Latest Time for Acceptance. All remittances (normal rounding to the nearest cent) must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker's cashier orders which must be issued by a licensed bank in Hong Kong and made payable to "CCIAM Future Energy Limited – PAL" and crossed "ACCOUNT PAYEE ONLY".

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than the Latest Time for Acceptance, whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to but may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

If a Qualifying Shareholder wishes to accept only part of the provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL or to transfer part or all of his/her/its rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Friday, 21 November 2025 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection at the Registrar after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

LETTER FROM THE BOARD

It should be noted that stamp duty is payable in connection with a transfer of rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. Completion and return of the PAL will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the PAL and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give or be subject to any of the above representations and warranties. The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

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

No receipt will be issued in respect of any PAL and/or remittances received.

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

If you are a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, and you wish to apply for the Rights Shares provisionally allotted to HKSCC Nominees Limited in respect of your Shares, or sell the respective Nil-paid Rights or "split" those Nil-paid Rights and accept part of the provisional allotment and sell the remaining part, you should (unless you are a CCASS participant) contact your intermediary and provide your intermediary with instructions or make arrangements with your intermediary in relation to the applications.

Such instructions and/or arrangements should be given or made in advance of the relevant date stated in the section headed "**EXPECTED TIMETABLE**" of this Prospectus and otherwise in accordance with the requirements of your intermediary in order to allow your intermediary sufficient time to ensure that your instructions are given effect. The procedure for acceptance, transfer and/or "splitting" by CCASS participants of the Rights Shares provisionally allotted to CCASS stock accounts in respect of the Shares registered in the name of HKSCC Nominees Limited shall be in accordance with the General Rules of HKSCC, the HKSCC Operational Procedures and any other requirements of CCASS.

LETTER FROM THE BOARD

Beneficial owners who are CCASS participants should contact CCASS and provide CCASS with instructions or make arrangements with CCASS in relation to the manner in which such beneficial owners' interests in Nil-paid Rights should be dealt with.

Compensatory Arrangements

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company will make the Compensatory Arrangements to dispose of the Placing Shares by offering the Placing Shares to independent Placees for the benefit of the Shareholders to whom they are offered by way of the Rights Issue. As the Compensatory Arrangements are in place, there will be no excess application arrangement in relation to the Rights Issue.

Pursuant to the Placing Agreement, the Company has appointed the Placing Agent to place the Placing Shares during the Placing Period to independent Placees on a best effort basis. The Placing Agent will procure, on a best effort basis, by not later than 5:00 p.m., on Friday, 12 December 2025, acquirers for all (or as many as possible) of those Placing Shares. Any premium over the Subscription Price and the expenses of procuring such acquirers (including commission and other related expenses/fees) that is realised will be paid to those No Action Shareholders and Excluded Shareholders on a pro-rata basis. All Placing Shares which are not placed under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

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

- (i) where the Nil-paid Rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL (unless that person is covered by (iii) below);
- (ii) where the Nil-paid Rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holders of those Nil-paid Rights in CCASS (unless that they are covered by (iii) below); and
- (iii) if the Rights Issue is extended to the Overseas Shareholders and where entitlements to the Rights Shares were not taken up by such Overseas Shareholders, to those Overseas Shareholders.

LETTER FROM THE BOARD

It is proposed that the Net Gain of HK\$100 or more to the individual No Action Shareholder mentioned in (i) to (iii) above will be paid to them in Hong Kong dollars only and the Company will retain individual amount of less than HK\$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised and, accordingly, the No Action Shareholders and the Excluded Shareholders may or may not receive any Net Gain.

Share certificates of the Rights Shares and refund cheques for the Rights Issue

Subject to fulfillment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on Friday, 19 December 2025, to those entitled thereto by ordinary post, at their own risk, to their registered addresses.

If the Rights Issue does not become unconditional, refund cheques will be posted on Friday, 19 December 2025 by ordinary post to the respective Shareholders, at their own risk, to their registered addresses.

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the Nil-paid Rights or the fully-paid Rights Shares and, regarding Excluded Shareholders, their receipt of the net proceeds, if any, from sales of the Nil-paid Rights on their behalf. It is emphasised that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

Application for listing of the Rights Shares

The Company has made an application to the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be allotted and issued pursuant to the Rights Issue. The Rights Shares (in both nil-paid and fully-paid forms) will be traded in the board lots of 8,000 Shares. No part of the equity or debt securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

LETTER FROM THE BOARD

Rights Shares will be eligible for admission into CCASS

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

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Stamp duty and other applicable fees

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

Arrangement of odd lot trading

In order to facilitate the trading of odd lots (if any) of the Shares, the Company has appointed uSmart Securities Limited to stand in the market to match the purchase and sale of odd lots of the Shares at the relevant market price, on a best effort basis. Holders of odd lots of the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up to a full board lot may contact Mr. Sam Chan of uSmart Securities Limited at Room 2405-06 24/F, 308 Central Des Voeux, Sheung Wan, Hong Kong, or at the telephone number (852) 3108 4526 during the period from 9:00 a.m. on Monday, 22 December 2025 to 4:00 p.m. on Wednesday, 14 January 2026, both days inclusive. Holders of the odd lots of the Shares should note that the matching of the sale and purchase of odd lots of the Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot facility, is recommended to consult his/her/its own professional advisers.

THE PLACING AGREEMENT

On 8 October 2025 (after trading hours), the Company and the Placing Agent (each a “**Party**” and collectively, the “**Parties**”) entered into the Placing Agreement, pursuant to which the Placing Agent has agreed, as agent of the Company, to procure Placees, on a best effort basis, to subscribe for the Placing Shares during the Placing Period (as defined below), at the Placing Price (as defined below).

LETTER FROM THE BOARD

The principal terms of the Placing Agreement are summarised below:

Date	:	8 October 2025 (after trading hours)
Issuer	:	The Company
Placing Agent	:	uSmart Securities Limited, appointed as the Placing Agent to place the Placing Shares on a best effort basis. The Placing Agent has confirmed that it is an Independent Third Party.
Placing period	:	The period commencing on Friday, 5 December 2025 and expiring at 5:00 p.m. on the Latest Placing Date (or such later date and/or time as the Parties may agree in writing), both days inclusive, being the period during which the Placing Agent will conduct the Placing (the “ Placing Period ”).
Placing price	:	The placing price of the Placing Shares, which shall not be less than the Subscription Price and the final price of which is dependent on the demand and market conditions of the Placing Shares during the Placing (the “ Placing Price ”).
Placing commission	:	Subject to completion of the Placing, the Company shall pay to the Placing Agent a placing commission of HK\$100,000.
Placees	:	The individuals, corporate, institutional investors or other investors procured by the Placing Agent and/or its sub-placing agents to subscribe for the Placing Shares pursuant to the Placing Agreement.
Ranking of the Placing Shares	:	The Placing Shares shall rank <i>pari passu</i> in all respects among themselves and with the Shares in issue and be free from all liens, charges, encumbrances and third-party rights of any kind together with all rights attaching thereto as at the date of issue and allotment of the Placing Shares, including but not limited to the rights to receive all future dividends and other distribution thereafter declared, made or paid.

LETTER FROM THE BOARD

Termination : Notwithstanding anything contained in the Placing Agreement, the Placing Agent may terminate the Placing Agreement without any liability to the Company save for antecedent breach under the Placing Agreement prior to such termination, by notice in writing given to the Company at any time prior to 5:00 p.m. on the Long Stop Date upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, to be material in the context of the Placing or has or may have a material adverse impact on the business or financial conditions or prospects of the Group or the success of the Placing or the full placement of all of the Placing Shares or has or may otherwise make it appropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (i) the Company fails to comply with its material obligations under the Placing Agreement;
- (ii) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's reasonable opinion would materially and adversely affect the success of the Placing; or
- (iii) any of the warranties of the Company under the Placing Agreement is not, or has ceased to be, true, accurate and not misleading in material respect by reference to the facts subsisting at the time.

LETTER FROM THE BOARD

If (i) notice is given pursuant to the above under this paragraph headed “Termination” or (ii) all the Rights Shares have been taken up by the Qualifying Shareholders and/or the holders of the Nil-paid Rights on or before the Latest Time for Acceptance, the Placing Agreement shall terminate and be of no further effect and neither Party shall be under any liability to the other Party in respect of the Placing Agreement save for any antecedent breach of the Placing Agreement prior to such termination.

Conditions precedent : The Placing is conditional upon the satisfaction and/or fulfillment of the following conditions:

- (i) the Stock Exchange having granted the listing of, and permission to deal in, the Rights Shares;
- (ii) none of the representations, warranties or undertakings contained in the Placing Agreement being, or having become, untrue, inaccurate or misleading in any material respect at any time prior to the completion of the Placing, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of the completion of the Placing;
- (iii) all necessary consents and approvals to be obtained by the respective Parties in respect of the Placing and other transactions contemplated in the Placing Agreement having been obtained; and
- (iv) the Placing Agreement not having been terminated in accordance with the provisions thereof.

LETTER FROM THE BOARD

The conditions precedent (i), (iii), and (iv) above shall not be waived by any Party while the condition precedent (ii) above may be waived by the Placing Agent unilaterally (but not by the Company) in writing to the Company at any time prior to the Long Stop Date. The Parties shall use their respective best endeavours to procure the satisfaction and/or fulfillment of all the conditions precedent above (save and except such condition precedent above having been waived by the Placing Agent in accordance with the foregoing provisions of this paragraph) by 5:00 p.m. on the Long Stop Date. In the event any of the conditions precedent above is not fulfilled or satisfied by the date scheduled to be the Long Stop Date (or such later date, which shall be a Business Day, as the Parties may agree in writing), all rights, obligations and liabilities of the Parties shall cease and terminate and no Party shall have any claim against the other Party save for any antecedent breach of the Placing Agreement prior to such termination.

Placing completion : The completion of the Placing shall take place on the Placing Completion Date.

The Placing Agent shall ensure that the Placing Shares are placed only to institutional, corporate or individual investors who are, and whose ultimate beneficial owners shall be, Independent Third Parties, such that (i) the Placing will not have any implication under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (ii) the Placing will not result in the Company incapable of complying with the Public Float Requirements immediately following the Placing.

The engagement between the Company and the Placing Agent for the placing of the Placing Shares was determined after arm's length negotiations between the Placing Agent. The Placing commission represents approximately 0.54% of the gross proceeds assuming the maximum number of the Placing Shares are fully placed. The Board considers the terms of the Placing for the Placing Shares (including the commission payable) are on normal commercial terms.

Given that the Compensatory Arrangements would provide (i) a distribution channel of the Placing Shares; and (ii) a compensatory mechanism for No Action Shareholders and the Excluded Shareholders, the Board considers that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of the Company's minority shareholders.

LETTER FROM THE BOARD

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional upon:

- (1) the delivery to the Stock Exchange for authorisation and the filing and registration with the Companies Registrar in Hong Kong respectively one duly certified copy of each of the Prospectus Documents (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies (WUMP) Ordinance not later than the Prospectus Posting Date;
- (2) following registration, the posting of the Prospectus Documents to the Qualifying Shareholders (and where applicable, the posting of the Prospectus to the Excluded Shareholders if any, for information purpose only) and the publication of the Prospectus Documents on the website of the Stock Exchange on or before the Prospectus Posting Date;
- (3) the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms;
- (4) compliance with and performance of all undertakings and obligations, and representations and warranties of the Company under the Placing Agreement, and the Placing Agreement not having been terminated in accordance with the terms thereof and remains in full force and effect; and
- (5) compliance with the requirements under the applicable laws and regulations of Hong Kong.

None of the above conditions can be waived. If any of the conditions referred to above are not fulfilled by Friday, 12 December 2025, the Rights Issue will not proceed.

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

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

The Group is principally engaged in the design and provision of energy saving solutions, provision of loan financing services and treasury investments.

LETTER FROM THE BOARD

As disclosed in the financial statements of the Company for the year ended 31 December 2024, the Company issued an unlisted bond in 2023 carrying an interest of 8% per annum. The maturity date of the bond payable was 20 October 2025. The Company is negotiating with the bondholder to extend the maturity date to 31 December 2025. The funds raised from the Rights Issue will be used to pay down the bond payable, which would improve the Group's gearing ratio, and strengthen its financial position. Also, after settlement of the bond payable, the Group would reduce its interest payments, which would improve its bottom line.

As disclosed in the interim report of the Company for the period ended 30 June 2025, the Company has further updated its business development. The Group works on low-carbon solutions to help its clients in saving energy so as to reduce their operating costs. Because of the accelerating impact of climate change, business and consumer are becoming more environmentally conscious, and it creates a wide array of opportunities to the Group as an energy saving solution provider.

To reduce greenhouse gas emissions, more and more countries have shifted to renewable energy to replace fossil fuels for their transportation systems. In Hong Kong, in light of the shortage of electric vehicles ("EV") charging facilities, the Group is now participating in EV charging stations to fill up such market demand. The Group has been granted patent of electric vehicle charging station on floating platform by Patents Registry Intellectual Property Department of the SAR Government and it would create synergy with the Group's EV charging business.

The Rights Issue will provide funding to support the Group's rapid business developments as mentioned above. Rights Issue instead of debt financing will provide crucial benefits to both the Company and its shareholders. It makes the Company to raise capital and pursue such growth opportunities while allowing existing shareholders to actively participate in its future success.

The estimated net proceeds from the Rights Issue (after deducting the estimated expenses in relation to the Rights Issue) is expected to be up to approximately HK\$17.0 million (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue).

The Company intends to use the net proceeds from the Rights Issue as follow:

- (A) approximately HK\$10.8 million for repayment of a bond payable, including its principle and accrued interests;
- (B) approximately HK\$6.2 million for the energy saving business, in which (i) approximately HK\$3.1 million for energy solution services; and (ii) approximately HK\$3.1 million for EV charging business.

In the event of an undersubscription of the Rights Issue, the Company will prioritise the application of the net proceeds towards repayment of bond payable with the balance being utilised on a pro-rata basis among the energy solution services and EV charging business.

LETTER FROM THE BOARD

Other fundraising alternatives

The Board has considered other fund-raising alternatives before resolving to the proposed Rights Issue, including but not limited to debt financing, placing and open offer. In respect of debt financing, the Directors have considered that the debt financing may not be achievable on favourable terms in a timely manner and the cost of debt financing may increase together with additional requirements with asset pledging or guarantees to be provided by the Group. Therefore, the Directors are of the view that the debt financing from financial institutions are of limited accessibility and undesirable effects and such funding method is not in the interests of the Company and its Shareholders as a whole. As for placing of new Shares, it is relatively smaller in scale as compared to other fund-raising methods such as rights issue and it would lead to immediate dilution in the shareholding interest of the existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company, which is not the intention of the Company. As for open offer, while it is similar to a rights issue, offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market, unlike a rights issue, which would allow Shareholders to have more flexibility in dealing with the Shares and the nil-paid rights attaching thereto. On the other hand, the Board considers that the Rights Issue, being pre-emptive in nature, will allow all Qualifying Shareholders to participate in the future development of the Company and at the same time offer more flexibility to the Qualifying Shareholders to choose whether to maintain, increase or decrease their respective pro-rata shareholdings in the Company by taking up only their respective rights entitlement, acquiring additional rights entitlement or disposing of their rights entitlements in the open market (subject to availability).

In view of the above, the Board considers that it is in the interests of the Company and the Shareholders as a whole to proceed with the Rights Issue to provide existing Shareholders the opportunity to participate in the enlarged capital base of the Company.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the possible changes in the shareholding structure of the Company arising from the Rights Issue which are for illustrative purpose only.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has 244,134,544 Shares in issue. Set out below is the shareholding structure of the Company assuming there is no change in the issued share capital of the Company before completion of the Rights Issue other than the allotment and issue of the Rights Shares pursuant to the Rights Issue (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue (assuming full subscription under the Rights Issue); and (iii) immediately after completion of the Rights Issue (assuming nil acceptance by the Qualifying Shareholders and all the Placing Shares have been placed by the Placing Agent).

	Before the Rights Issue		Immediately after completion of the Rights Issue			
			Assuming full subscription under the Rights Issue		Assuming nil acceptance by the Qualifying Shareholders and all the Placing Shares have been placed by the Placing Agent	
	As at the Latest Practicable Date					
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Director						
Mr. Cheng Lut Tim	3,800,000	1.56	5,700,000	1.56	3,800,000	1.04
Public Shareholders						
Placees	–	–	–	–	122,067,272	33.33
Other public Shareholders	<u>240,334,544</u>	<u>98.44</u>	<u>360,501,816</u>	<u>98.44</u>	<u>240,334,544</u>	<u>65.63</u>
Sub-total	<u>240,334,544</u>	<u>98.44</u>	<u>360,501,816</u>	<u>98.44</u>	<u>362,401,816</u>	<u>98.96</u>
Total	<u>244,134,544</u>	<u>100.00</u>	<u>366,201,816</u>	<u>100.00</u>	<u>366,201,816</u>	<u>100.00</u>

The Public Float Requirement under the Listing Rules shall be fulfilled by the Company at all times. The Company will take all appropriate steps to ensure that sufficient public float be maintained at all times in compliance with Rule 8.08 of the Listing Rules.

LETTER FROM THE BOARD

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

Save as disclosed below, the Company has not conducted any equity fund raising activities in the past twelve months immediately preceding the date of the Announcement.

Date of initial announcement	Event	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds as at the date of the Announcement
17 June 2025	Placing of new shares under general mandate	HK\$5.78 million	approximately HK\$5.78 million for general working capital of the Group to cover the Group's essential expenditures including but not limited to salary, rental expenses, consultancy fees, professional fees, and other office and corporate expenses	Approximately HK\$1.53 million had been utilised as intended. The remaining balance of the net proceeds of approximately HK\$4.25 million will be utilised as intended by the end of 31 March 2026.
25 October 2024	Placing of new shares under general mandate	HK\$4.56 million	approximately HK\$4.56 million for the development of the EV charging business in Hong Kong	Approximately HK\$4.56 million had been utilised as intended.

POSSIBLE ADJUSTMENT TO OUTSTANDING SHARE OPTIONS

As at the Latest Practicable Date, there are 712,418 outstanding Share Options under the Share Option Scheme. Pursuant to the terms of the Share Option Scheme and the Listing Rules, the exercise price and/or the number of the outstanding Share Options granted under the Share Option Scheme shall be adjusted as a result of the Rights Issue.

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

LETTER FROM THE BOARD

LISTING RULES IMPLICATIONS

As the proposed Rights Issue will not increase the number of issued Shares (excluding treasury shares) or the market capitalisation of the Company by more than 50% (on its own or when aggregated with any other rights issues or open offers announced by the issuer (i) within the 12 month period immediately preceding the announcement of the proposed rights issue or (ii) prior to such 12 month period where dealing in respect of the shares issued pursuant thereto commenced within such 12 month period, together with any bonus securities, warrants or other convertible securities (assuming full conversion) granted or to be granted to shareholders as part of such rights issues or open offers), the Rights Issue is not conditional upon approval by the Shareholders.

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

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

Shareholders and potential investors of the Company should note that the proposed Rights Issue is conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “CONDITIONS OF THE RIGHTS ISSUE” in this Prospectus. Accordingly, the Rights Issue may or may not proceed.

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

Any Shareholder or other person dealing in the Shares and/or the Nil-paid Rights up to the date on which all the conditions to which the Rights Issue are fulfilled (which is expected to be on Friday, 12 December 2025) will accordingly bear the risk that the Rights Issue and/or the Placing may not become unconditional or may not proceed.

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

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board of
CCIAM Future Energy Limited
So David Tat Man
Executive Director

1. SUMMARY OF THE FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for each of the three financial years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2025 were disclosed in the annual reports of the Company for the years ended 31 December 2022, 2023 and 2024 and the interim report for the six months ended 30 June 2025 respectively. The aforementioned financial information of the Group has been published on both the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.ccf.com.hk). Please refer to the hyperlinks as stated below:

- Annual report for the year ended 31 December 2022 (pages 66 to 144)
<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0428/2023042801616.pdf>
- Annual report for the year ended 31 December 2023 (pages 65 to 148)
<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0430/2024043000135.pdf>
- Annual report for the year ended 31 December 2024 (pages 61 to 144)
<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0428/2025042802642.pdf>
- Interim report for the six months ended 30 June 2025 (pages 3 to 23)
<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0925/2025092500043.pdf>

2. INDEBTEDNESS OF THE GROUP

As at the close of business on 30 September 2025, being the latest practicable date for the purpose of ascertaining information contained in this statement of indebtedness prior to the printing of this Prospectus, the details of the Group's indebtedness are as follows:

Other borrowing

On 20 October 2023, the Group issued a bond with a principal amount of HK\$10,000,000 (the “**Bond**”). The maturity date, which initially fell on 20 October 2024, has been extended to 20 October 2025. The Bond was unsecured and unguaranteed at the coupon rate of 8% per annum. Interest in the Bond is payable annually in arrears.

At the close of business on 30 September 2025, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this Prospectus, the Group had the unsecured and unguaranteed Bond with (i) outstanding principal amount of HK\$10,000,000, which is repayable on 20 October 2025; The Company is negotiating with the bondholder to extend the maturity date to 31 December 2025; and (ii) outstanding accrued bond interest payables of approximately HK\$756,000.

Lease liabilities

As at 30 September 2025, the Group had lease liabilities of approximately HK\$794,000 which were secured by rental deposits and unguaranteed.

Save as disclosed above and apart from intra-group liabilities, the Group did not have any other debt securities authorised or created but unissued, issued and outstanding or agreed to be issued, bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits, hire purchase commitments, debentures, mortgages, charges, finance leases, guaranteed, unguaranteed, secured and unsecured borrowing and debt, or other material contingent liabilities as at the close of business on 30 September 2025.

Save as disclosed above, the Directors confirmed that there had been no material changes in the indebtedness and contingent liabilities of the Group since 30 September 2025, up to and including the Latest Practicable Date.

3. WORKING CAPITAL STATEMENT

The Directors, after due and careful enquiry, are of the opinion that, after taking into consideration the financial resources presently available to the Group, including its existing internal resources, and the estimated net proceeds from the Rights Issue and the Placing, the Group has sufficient working capital for its present requirements, that is for at least the next 12 months from the date of this Prospectus.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, other than the financial performance for the six months ended 30 June 2025 which was disclosed in the interim report of the Company for the six months ended 30 June 2025, the Directors confirmed that there had been no material adverse change in the financial or trading position of the Group since 31 December 2024 (being the date to which the latest published audited consolidated financial statements of the Group were made up) up to and including the Latest Practicable Date.

5. BUSINESS TREND AND FINANCIAL AND TRADING PROSPECT OF THE GROUP

The Group is principally engaged in the design and provision of energy saving solutions (the “**Energy Saving Business**”), provision of loan financing services (the “**Loan Financing Business**”) and treasury investments.

Energy Saving Business

The Energy Saving Business could broadly be divided into (i) the provision of energy saving solution related consultation, design, implementation and comprehensive coordination services (the “**Energy Solution Service**”); (ii) the provision of maintenance services related to heating, ventilation and air conditioning system (the “**Heat-insulation Service**”); (iii) the EV charging service (the “**EV Charging Service**”); and (iv) other business opportunities arising from energy saving and environmental awareness.

(i) Energy Solution Service

The Group has been providing the Energy Solution Service in mainland China through its proprietary air-conditioning energy-saving system, known as the UPPC system since 2010. This system was developed to enhance energy efficiency in large-scale commercial and industrial facilities by optimizing the operation of heating, ventilation, and air conditioning (“**HVAC**”) systems. Over the past years, the Group has accumulated extensive industry experience and a strong technical foundation, successfully deploying the UPPC system across various projects in the public and private sectors.

In response to evolving market demands and enhancement of technology and with the technical expertise and operational experience, the Group has strategically expanded its business model to provide solutions and system which rely more on software than hardware. The Group currently offers a comprehensive range of energy management services, including energy data analytics, customized system design, and long-term performance monitoring.

(ii) Heat-insulation Service

The Group has also provided maintenance service relating to heating, ventilation and air condition system heat-insulating and energy saving solution service. The Group generates revenue by provision of the Heat-insulation Service in Hong Kong and Macau for enhancing energy efficiency of buildings. It supports the regional transition to a low-carbon economy.

Heat-insulation materials applied to the outer walls of buildings for enhancing energy efficiency typically include specialised paints or coatings designed to improve insulation, reflectivity, and durability. These coatings contain insulating additives or reflective pigments that help to reduce heat transfer through the building envelope. By reflecting solar radiation, thermal insulating coatings can help to maintain comfortable indoor temperature and reduce electricity for the air-conditioning system especially in the hot summer in Hong Kong and Macau.

The application of coating materials falls in a specialised field, demanding highly skilled labor and cohesive teamwork. Currently, the skilled laborers or subcontractors will be engaged on a project-by-project basis. Expansion of the team for provision of this service will be contemplated in response to the identification of further business opportunities.

(iii) EV Charging Service

In addition to offering the Energy Solution Service and the Heat-insulation Service, the Group continuously and proactively explores further opportunities in green technologies and environmental protection sectors that align with market demands to expand its existing business lines.

Taxis and commercial vans account for a significant portion of road traffic in Hong Kong and contribute substantially to urban emissions. With increasing policy incentives, regulatory support, and the gradual phasing out of internal combustion engine vehicles, the electrification of this sector presents both an environmental necessity and a market opportunity. However, the existing EV charging infrastructure remains insufficient in both capacity and geographic coverage, particularly for commercial vehicles that require quick and reliable access to charging facilities during operating hours.

The Group has been granted patent of electric vehicle charging station on floating platform by Patents Registry Intellectual Property Department of the SAR Government. This would bring financial opportunities to the Group as it would create synergy with the Group's EV charging business. The Group believes that its support for renewable energy will help it to retain and attract customers and establish it as an enabler of the net-zero emissions goal promoted by the SAR Government. The Group wishes to continue to expand the energy saving business and to explore other business opportunities arising from energy saving and environmental awareness.

The Group intends to develop strategically located EV charging stations to meet the growing demand from commercial vehicle operators, particularly taxis and vans. These vehicles require fast, reliable, and accessible charging options to maintain operational efficiency.

(iv) Other business opportunities arising from energy saving and environmental awareness

The Group has been providing energy-saving solutions and has established a reputable standing within the industry. The extensive operational history, supported by substantial resources including industry expertise and experience, coupled with its proven track record of successfully implemented projects, provides considerable confidence in potential clients.

With the growing global emphasis on environmental protection and the increasing adoption of environmental, social, and governance (ESG) standards, along with the push for decarbonization and green building initiatives, the energy-saving sector presents substantial opportunities for continued development. For the Group, such opportunities will outweigh the risks for its business nature as an energy saving service provider, which will enhance the Group's market share, and raise revenue through its solution.

The Group will continue to be focused on helping customers improve their energy efficiency and lower their carbon footprint through innovative, sustainable solutions. Reference is also made to the announcement of the Company dated 4 September 2025, pursuant to which its wholly-owned subsidiary agreed to form a business cooperation to support the establishment and operation of electric scooter assembly line in Asia. Such business cooperation is expected to create synergies between the sales of electric scooters and the application of the Group's charging technology, while also enabling the expansion of the market beyond its current primary base in the PRC and Hong Kong to other Asian countries.

Loan Financing Business

The Group had a proven track record with the Loan Financing Business. The Company itself and through its subsidiary, continue to be holders of money lenders license issued under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) for more than a decade. The company name of The Hong Kong Building and Loan Agency Limited has been used for more than half a century from 1964 to 2021.

The Group has enlisted senior managerial personnel possessing ample experience in the industry, along with other frontline staff. This team is tasked with business development and oversees the loan approval process to ensure the implementation of stringent internal control and credit management procedures in this sector.

The Group's business strategy in Loan Financing Business primarily focuses on the balance of capital, liquidity control, and risk management. The Group has implemented a stringent internal control policy for approving loans and maintaining credit control in the loan financing business. The loan amounts granted to each client are determined following comprehensive assessment procedures and repayment capability. The finance department diligently monitors the repayment status of the granted loans on a monthly basis. Loan recovery actions will be rigorously executed to ensure the timely repayment of loans.

Due to the continued fund inflow into Hong Kong, during the period under review, the HIBOR rate for interest period of one month has been reduced from its 4.18% at the beginning of 2025 to 0.68% on 30 June 2025. This movement has to some extent made the burden of repaying a mortgage loan less than rental payment. This would attract more fund inflow to property market that would help stabilize the property prices. The Group shall regard this movement as a favorable factor to the mortgage loan business on one hand for more demand for mortgage loans, on the other hand, lower the credit risk. The Group shall review this strategy from time to time.

APPENDIX II

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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

The following unaudited pro forma statement of adjusted consolidated net tangible assets (the “Unaudited Pro Forma Financial Information”) has been prepared by the Directors in accordance with paragraph 4.29 of the Listing Rules to illustrate the effect of the Rights Issue on the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as if the Rights Issue had been completed on 30 June 2025 and taking into account of certain assumptions. The Unaudited Pro Forma Financial Information has been prepared for illustrative purpose only and, because of its hypothetical nature, it may not reflect a true picture of the consolidated net tangible assets of the Group attributable to the owners of the Company had the Rights Issue been completed as at 30 June 2025 or at any future date. The Unaudited Pro Forma Financial Information is prepared based on the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2025, as extracted from the Group’s unaudited condensed consolidated statement of financial position as at 30 June 2025, as extracted from the published interim report of the Company for the six months period ended 30 June 2025, and is adjusted for the effect of the Rights Issue described below.

		Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 immediately after completion of the Rights Issue	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 prior to the completion of the Rights Issue per Share	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2025 immediately after completion of the Rights Issue per Share
Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 HK\$'000 (Note 1)	Estimated net proceeds from the Rights Issue HK\$'000 (Note 2)	HK\$'000 (Note 3)	HK\$'000 (Note 4)	HK\$'000 (Note 5)
Based on 122,067,272 Rights Shares to be issued at subscription price of HK\$0.153 per Rights Share				
39,371	17,000	56,371	0.1613	0.1539

Notes:

- (1) The unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2025 is extracted from the interim report of the Company for the six months ended 30 June 2025, which is equal to the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2025 of approximately HK\$39,371,000

- (2) The estimated net proceeds from the Rights Issue of approximately HK\$17,000,000 are based on 122,067,272 Rights Shares to be issued (in the proportion of one (1) rights share for every two (2) existing shares held on record date) at the subscription price of HK\$0.153 per Rights Share, after deduction of the estimated related expenses of approximately HK\$1,676,000, assuming that the Rights Issue had been completed on 30 June 2025.
- (3) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company immediately after completion of the Rights Issue is calculated based on the combination of unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 of approximately HK\$39,371,000 (Note 1) and estimated net proceeds from the Rights Issue of approximately HK\$17,000,000 (Note 2).
- (4) The unaudited consolidated net tangible assets of the Group attributable to the owners of the Company per Share as at 30 June 2025 was HK\$0.1613 which was based on the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2025 of approximately HK\$39,371,000, divided by 244,134,544 Shares in issue as at 30 June 2025.
- (5) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company immediately after completion of the Rights Issue per share as at 30 June 2025 was HK\$0.1539 which was based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2025 immediately after completion of the Rights Issue of approximately HK\$56,371,000, divided by the sum of 366,201,816 Shares which comprise of 244,134,544 Shares in issue as at 30 June 2025 and 122,067,272 Rights Shares to be issued assuming that the Rights Issue has been completed on 30 June 2025.
- (6) No adjustments have been made to the Unaudited Pro Forma Financial Information to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2025.

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

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



We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of CCIAM Future Energy Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company as at 30 June 2025 and related notes as set out in Part A of Appendix II of the prospectus issued by the Company dated 17 November 2025 (the “**Prospectus**”) in connection with the proposed rights issue of the Company (the “**Unaudited Pro Forma Financial Information**”) on the basis of one rights share for every two existing shares held on the record date on a non-underwritten basis (the “**Rights Issue**”). The applicable criteria on the basis of which the directors of the Company have compiled the Unaudited Pro Forma Financial Information are described in Part A of Appendix II of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors of the Company to illustrate the impact of the Rights Issue on the Group's financial position as at 30 June 2025 as if the Rights Issue had taken place at 30 June 2025. As part of this process, information about the Group's financial position has been extracted by the directors of the Company from the Group's unaudited condensed consolidated financial statements for the six months ended 30 June 2025 dated 28 August 2025, on which no audit or review report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Company are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Management

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

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

Reporting Accountants' Responsibilities

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

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the directors of the Company have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG7 issued by the HKICPA.

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

The purpose of the Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of the significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2025 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

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

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

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Prism Hong Kong Limited

Certified Public Accountants

Dai Tin Yau

Practising certificate number: P06318

Hong Kong, 17 November 2025

1. RESPONSIBILITY STATEMENT

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

2. SHARE CAPITAL

The issued share capital of the Company (a) as at the Latest Practicable Date; and (b) immediately after completion of the Rights Issue (assuming no other change in the number of issued Shares and full acceptance of Rights Shares by all Qualifying Shareholders) are set out as follows:

- (a) As at the Latest Practicable Date:

Issue and fully-paid:

244,134,544 Shares

- (b) Immediately after completion of the Rights Issue (assuming no other change in the number of issued Shares and full acceptance of Rights Shares by all Qualifying Shareholders):

Issue and fully-paid:

244,134,544 Shares

122,067,272 Rights Shares to be allotted and issued
upon completion of the Rights Issue

366,201,816 Shares immediately after completion of
the Rights Issue

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

The Company has made an application to the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be allotted and issued pursuant to the Rights Issue. The Rights Shares (in both nil-paid and fully-paid forms) will be traded in the board lots of 8,000 Shares. No part of the equity or debt securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the equity or debt securities of the Company to be listed or dealt in on any other stock exchange.

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

As at the Latest Practicable Date, the Company has (i) no treasury shares; and (ii) an outstanding 712,418 Share Options granted to the grantees, details of which are set out below:

Name of grantee	Date of grant	Exercise price	Exercisable period of Share Options	Number of Share Options outstanding
Mr. Chong Kok Leong	19 June 2020	HK\$5.76	1 January 2021 to 31 December 2025	145,352
Mr. Zhuang Miaozhong	19 June 2020	HK\$5.76	1 January 2021 to 31 December 2025	58,141
Employees	19 June 2020	HK\$5.76	1 January 2021 to 31 December 2025	508,925

Save for the above, as at the Latest Practicable Date, the Company had no other outstanding debt securities, derivatives, options, warrants, convertible securities or other similar securities which are convertible or exchangeable into Shares prior to the Record Date.

3. DISCLOSURE OF INTERESTS

(a) **Directors' and chief executives' interests and short positions in Shares, underlying Shares and debentures of the Company and associated corporation**

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executives in the Shares, underlying Shares or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or were required to be recorded in the register of interests required to be kept under section 352 of the SFO were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) were as follows:

Interests in the Shares and underlying Shares

Name of Director	Capacity/Nature of interest	Number of Shares held	Number of underlying Shares of Share Options	Approximate percentage of the total issued Shares (Note 1)
Mr. Cheng Lut Tim	Beneficial owner	3,800,000	–	1.56%
Mr. Chong Kok Leong	Beneficial owner	–	145,352	0.06%
Mr. Zhuang Miao Zhong	Beneficial owner	–	58,141	0.02%

Note:

- As at the Latest Practicable Date, the Company's total number of issued Shares was 244,134,544.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register of interests required to be kept under section 352 of the SFO or were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial shareholders' interests and short positions in the Shares and underlying Shares of the Company

As at the Latest Practicable Date, so far as is known to the Directors, other than Directors and the chief executives of the Company, no other party held interests or short positions (directly or indirectly) in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group (excluding contracts expiring or determinable by the Group within one year without payment of compensation other than statutory compensation).

5. LITIGATION

As at the Latest Practicable Date, the Group was not involved in any material litigation or arbitration and no material litigation or arbitration were pending or threatened or made against the Group so far as the Directors are aware.

6. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interests in any assets which had since 31 December 2024 (being the date to which the latest published audited financial statements of the Group were made up) been acquired or disposed of by or leased to, or which are proposed to be acquired or disposed of by or leased to the Group.

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

7. MATERIAL CONTRACTS

Save for the following, there were no material contracts (not being contract(s) entered into in the ordinary course of business) which had been entered into by any member of the Group within the two years immediately preceding the Latest Practicable Date and are or may be material:

- (i) the placing agreement dated 18 January 2024 entered into between the Company and the placing agent, Space Securities Limited, in relation to the placing, on a best effort basis, to subscribe for the unsubscribed rights shares and excluded shareholders' unsold rights shares at the placing price of not less than HK\$0.35 per share. The gross proceeds raised from the placing was approximately HK\$15.47 million;

- (ii) the placing agreement dated 9 July 2024 entered into between the Company and the placing agent, Zhongtai International Securities Limited, in relation to the placing, on a best effort basis, up to 33,908,000 placing shares to not less than six independent placees at the placing price of HK\$0.15 per placing share. Such placing agreement lapsed on 30 July 2024;
- (iii) the placing agreement dated 25 October 2024 entered into between the Company and the placing agent, Zhongtai International Securities Limited, in relation to the placing, on a best effort basis, up to 33,908,000 placing shares to not less than six independent placees at the placing price of HK\$0.138 per placing share. The gross proceeds from the placing was HK\$4.68 million and the net proceeds from the placing (after deducting the placing commission for the placing and other relevant expenses) was approximately HK\$4.56 million;
- (iv) the placing agreement dated 17 June 2025 entered into between the Company and the placing agent, uSmart Securities Limited, in relation to the placing, on a best effort basis, up to 40,689,308 placing shares to not less than six independent placees at the placing price of approximately HK\$0.148 per placing share. The net proceeds from the placing (after deducting the placing commission for the placing and other relevant expenses) was approximately HK\$5.78 million;
- (v) the supplemental placing agreement dated 8 July 2025 entered into between the Company and the placing agent, uSmart Securities Limited, to extend the long stop date for the placing agent to procure investors to subscribe for the placing shares from 8 July 2025 to 29 July 2025;
- (vi) the memorandum of agreement dated 4 September 2025 entered into between CCIAM Engineering (PRC) Limited, a wholly-owned subsidiary of the Company, and Key Action Limited to form a business cooperation in relation to the establishment and operation of electric scooter assembly line in Asia; and
- (vii) the Placing Agreement.

8. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice contained in this Prospectus:

Name	Qualification
Prism Hong Kong Limited	Certified Public Accountants Registered Public Interest Entity Auditor

As at the Latest Practicable Date, the above expert has given, and has not withdrawn, its written consent to the issue of this Prospectus with the inclusion of its letter and references to its name in the form and context in which it appears.

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

As at the Latest Practicable Date, the above expert did not have any direct or indirect interest in any asset which had been, since 31 December 2024 (being the date on which the latest published audited financial statements of the Group were made up), acquired or disposed of by, or leased to, or were proposed to be acquired or disposed of by, or leased to, any members of the Group.

The report from Prism Hong Kong Limited on the unaudited pro forma financial information of the Group is given as of the Latest Practicable Date for incorporation herein.

9. EXPENSES

The expenses in relation to the Rights Issue and the Placing (including the placing commission, financial advisory fee, printing, translation, registration, legal, accounting, levy, and documentation charges) payable by the Company are estimated to be approximately HK\$1.5 million, subject to the final subscription.

10. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Registered office and principal place of business in Hong Kong	Unit D, 7/F Seabright Plaza 9-23 Shell Street North Point, Hong Kong
Authorised representatives	Mr. Chong Kok Leong Mr. Chang Kwan Yip, Quillan
Company secretary	Mr. Chang Kwan Yip, Quillan
Share registrar and transfer office	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Principal bankers	China CITIC Bank International Limited 61-65 Des Voeux Road Central Hong Kong OCBC Wing Hang Bank Limited OCBC Centre 161 Queen's Road Central Hong Kong The Hongkong and Shanghai Banking Corporation Limited HSBC Main Building 1 Queen's Road Central Hong Kong
Legal adviser to the Company as to Hong Kong Law and the Rights Issue	K.T. Chan & Co Unit 702, 168 Queen's Road Central, Hong Kong

Auditors and reporting accountant	Prism Hong Kong Limited Certified Public Accountants, Hong Kong Unit 1903-1905, 19/F, 8 Observatory Road, Tsim Sha Tsui, Hong Kong
Financial adviser to the Company	VC Capital Limited 7/F, Centre Point 181-185 Gloucester Road Wanchai, Hong Kong
Placing Agent	uSmart Securities Limited Unit 2606, 26/F 308 Des Voeux Road Central Hong Kong

11. PARTICULARS OF DIRECTORS AND SENIOR MANAGEMENT

Profiles of the Directors and senior management

Executive Directors

Mr. Cheng Lut Tim (“Mr. Cheng”), aged 69, was appointed as an executive Director on 19 December 2020. Mr. Cheng obtained a bachelor’s degree in international relations. He is the executive director of China Finance Fund. He was the assistant researcher, vice president of Bank of China Trust Company, vice president of Shenzhen Travel Service Co., Ltd., and a director of Shanghai Yongsheng Co. Ltd..

Mr. Chong Kok Leong (“Mr. Chong”), aged 62, was appointed as an executive Director on 1 October 2015. Mr. Chong has also been appointed as a director and the General Manager of certain subsidiaries of the Company. Mr. Chong has over 35 years of senior management experience with multinational companies in the Asia Pacific Region, of which 19 years have been in China. The management expertise of Mr. Chong has been with sales & marketing and channel development at regional and country levels, with key responsibilities covering sales & marketing, business strategies and channel development. Prior to joining the Company, Mr. Chong has been the Managing Partner of a successful digital solution and media network company based in Shanghai. From June 2009 to April 2013, Mr. Chong was the Managing Director of PC-Ware (Beijing) Commercial Co., Ltd., where its parent company PC-Ware GmbH was the second largest software distribution and IT solution company in Europe. From February 2006 to April 2009, Mr. Chong worked as the General Manager (Software Division) and the Senior Business Development Director of China of Ingram Micro Asia Holdings Limited, a B2B technology company. From 1996 to 2006, Mr. Chong worked at Hewlett-Packard Asia Pacific, primarily responsible for its channel development in China and South & South East Asian markets. Mr. Chong graduated with a Bachelor’s Degree in Engineering (Mechanical) from the National University of Singapore in 1988, obtained a Master’s Degree in Business Administration from Monash University in Melbourne, Australia in 1993, and was admitted as member of the CPA Australia in 1995.

Mr. So David Tat Man (“Mr. So”), aged 41, was appointed as an executive Director on 1 May 2025. Mr. So holds a bachelor degree in surveying from The Hong Kong Polytechnic University and is a member of The Royal Institution of Chartered Surveyors and The Hong Kong Institute of Directors. Mr. So started his career in the investment department of Savills (Hong Kong) Limited and then worked in a company that specialized in China property investment prior to joining the Company. Mr. So has extensive experience in investment in China and Hong Kong. Mr. So had been an executive director of China Eco-Farming Limited, a company listed on the GEM of the Stock Exchange until 16 August 2024, since January 2014. Mr. So is the committee member of CPPCC Guangxi Zhuang Autonomous Regional Committee.

Mr. Zhuang Miaozhong (“Mr. Zhuang”), aged 56, was appointed as an executive Director on 16 January 2017. Mr. Zhuang also has been appointed as a director of certain subsidiaries of the Company. He has over 16 years of work experience in petroleum industry, which includes working in state-owned enterprises in China, overseas corporations and large-scale enterprises. Mr. Zhuang has extensive knowledge and contacts within this field.

Independent non-executive Directors

Ms. Yuen Wai Man (“Ms. Yuen”), aged 53, was appointed as an independent non-executive Director, the chairman of audit, remuneration and nomination committees of the Company on 22 June 2023. Ms. Yuen was an independent non-executive director of the Company from November 2012 to November 2017. Ms. Yuen graduated from The University of Hong Kong with a Bachelor Degree in Business Administration in 1994. Ms. Yuen is the fellow member of both The Association of Chartered Certified Accountants and The Hong Kong Institute of Certified Public Accountants, and also the overseas member of The Chinese Institute of Certified Public Accountants. Ms. Yuen (i) has been an independent non-executive director of Jisheng Group Holdings Limited (Stock Code: 8133), a company listed on the GEM of the Stock Exchange, since April 2022; (ii) has been an independent non-executive director of Silk Road Energy Services Group Limited (Stock Code: 8250), a company listed on the GEM of the Stock Exchange, since December 2024; (iii) had been an independent non-executive director of Chinese Strategic Holdings Limited, a company listed on the GEM of the Stock Exchange until 4 May 2022, for the period from July 2008 to June 2021; (iv) had been an independent non-executive director of China Eco-Farming Limited, a company listed on the GEM of the Stock Exchange until 16 August 2024, for the period from September 2016 to July 2023; and (v) had been an independent non-executive director of Hao Bai International (Cayman) Limited (Stock Code: 8431), a company listed on the GEM of the Stock Exchange, for the period from December 2022 to August 2023. Ms. Yuen is currently the managing director of W.M. Yuen CPA Limited. Ms. Yuen has accumulated extensive working experience in accounting and auditing area for over 30 years.

Ms. Li Liming (“Ms. Li”), aged 48, was appointed as an independent non-executive Director, a member of audit, remuneration and nomination committees of the Company on 1 April 2023. Ms. Li has been the vice president and the secretary of the board of directors of Guangdong Kaijin New Energy Technology Corp. Ltd. since April 2024. Ms. Li was a director and the secretary of the board of directors of Shenzhen Golden Lighting Industry Co., Ltd. from October 2017 to January 2023. Ms. Li was also the vice president and the secretary of the board of directors of HPF Co., Ltd. (Stock Code: 300350) from April 2008 to October 2017, the shares of which are listed on the Shenzhen Stock Exchange. Ms. Li holds a bachelor’s degree in economics from the Dongbei University of Finance and Economics and a master’s degree in business administration from the China Europe International Business School. Ms. Li has more than 17 years of experience in mergers and acquisitions and post-investment management.

Mr. Yeung Wai Hung, Peter (“Mr. Yeung”), aged 67, was appointed as an independent non-executive Director, a member of audit, remuneration and nomination committees of the Company on 1 February 2023. Mr. Yeung was an independent non-executive director of the Company from February 2011 to June 2018. Mr. Yeung was also an independent non-executive director of Chinese Food and Beverage Group Limited since December 2013 until his resignation upon its cancellation of listing on GEM of the Stock Exchange on 13 July 2021. Mr. Yeung was also an independent non-executive director of Capital Estate Limited (Stock Code: 193) since 11 April 2025. Mr. Yeung holds a bachelor of laws degree from the University of London and a postgraduate certificate in laws from The University of Hong Kong. Mr. Yeung is a solicitor of the High Court of Hong Kong. Mr. Yeung is a partner of Hau, Lau, Li & Yeung solicitors and has been practicing as a solicitor for over 35 years.

Company Secretary

Mr. Chang Kwan Yip, Quillan (“Mr. Chang”), aged 43, was appointed as the company secretary of the Company on 14 March 2023. Mr. Chang holds a Master degree in Finance from University of Leicester in July 2010. Mr. Chang is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom and fellow member of the Association of International Accountants. Mr. Chang has worked for several companies listed in Hong Kong before joining the Company and has extensive working experience in the field of finance, auditing and corporate governance.

12. BINDING EFFECT

The provisions of sections 44A and 44B of the Companies (WUMP) Ordinance shall apply to all applications made in pursuance to this Prospectus and shall be binding on all persons concerned so far as applicable.

13. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents, having attached thereto the written consent referred to in the paragraph headed “**8. EXPERT AND CONSENT**” in this appendix, have been registered by the Registrar of Companies in Hong Kong pursuant to section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

14. DOCUMENTS ON DISPLAY

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

- (a) the annual reports of the Company for the years ended 31 December 2022, 2023 and 2024;
- (b) the interim report of the Company for the six months ended 30 June 2025;

- (c) the letter issued by Prism Hong Kong Limited regarding the unaudited pro forma financial information of the Group as set out in Appendix II to this Prospectus;
- (d) the material contracts disclosed in the paragraph headed “**7. MATERIAL CONTRACTS**” in this Appendix;
- (e) the written consents of the expert referred to in the paragraph headed “**8. EXPERT AND CONSENT**” in this Appendix;
- (f) the Prospectus Documents.

15. RESTRICTION AFFECTING REMITTANCE OF PROFIT AND CAPITAL

As the Group receives most of its revenues in RMB, which is currently not a freely convertible currency. The PRC government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of the PRC. Under the existing PRC foreign exchange regulations, the foreign exchange disbursements under current accounts (including payment of dividends, trade and service-related foreign exchange) can be paid with self-owned foreign exchange or foreign exchange bought from designated financial institutions for foreign exchange operations without prior approval from PRC foreign exchange administrative department by complying with certain procedural requirements. However, for the foreign exchange disbursements under capital account (such as the repayment of foreign debts and foreign investments), which are required to be registered with or approved by the competent bank or governmental authority according to applicable PRC laws and regulations, such registration or approval shall be obtained before paying the foreign exchange disbursements with self-owned foreign exchange or foreign exchange bought from designated financial institutions for foreign exchange operations.

Save as disclosed above, the Directors are not aware of any other restriction affecting the remittance of profits or repatriation of capital of the Group into Hong Kong from outside Hong Kong.

16. MISCELLANEOUS

- (i) As at the Latest Practicable Date, the Company has no significant exposure to foreign exchange liabilities.
- (ii) The business address of all Directors and authorised representatives of the Company is Unit D, 7/F, Seabright Plaza, 9-23 Shell Street, North Point, Hong Kong.
- (iii) In case of any inconsistency between the English and Chinese versions of this Prospectus, the English version will prevail.