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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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This circular, for which the directors (the “**Directors**”) of Central Development Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange 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 circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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

**If you have sold or transferred** all your shares in the Company, you should at once hand this circular and accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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**CENTRAL DEVELOPMENT HOLDINGS LIMITED**

**中發展控股有限公司**

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

**(Stock Code: 475)**

**(1) CONNECTED TRANSACTION IN RELATION TO  
LOAN CAPITALISATION THROUGH SUBSCRIPTION OF NEW SHARES  
UNDER SPECIFIC MANDATE AND  
(2) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

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



**First Global Corporate Finance Co., Limited**

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Capitalised terms used on this cover page have the same meaning as defined in the section headed “Definitions” in this circular, unless the context requires otherwise

A letter from the Board is set out on pages 5 to 17 of this circular. This circular will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This circular will also be posted on the Company’s website at [www.475hk.com](http://www.475hk.com).

A notice convening the EGM to be held at 24/F, Office Plus @ Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong on 20 January 2026 at 10:00 a.m. is set out on pages 51 to 53 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 28 November 2025 in relation to the Loan Capitalisation
“associate(s)”	has the meaning as ascribed to it/them under the Listing Rules
“Board”	the board of Directors of the Company
“Business Day(s)”	a day (other than Saturday, Sunday and days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general banking business
“Capitalisation Price”	HK\$0.4 per Capitalisation Share
“Capitalisation Shares”	87,500,000 new Shares to be allotted and issued to Oceanic Capital by the Company at the Capitalisation Price pursuant to the Loan Capitalisation Agreement
“Company”	Central Development Holdings Limited (中發展控股有限公司) (stock code: 475), a company incorporated in the Cayman Islands with limited liability whose securities are listed on the Main Board of the Stock Exchange
“Completion”	completion of the allotment and issue of the Capitalisation Shares
“Completion Date”	the date of Completion
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“EGM”	the extraordinary general meeting of the Company to be convened and held at 24/F, Office Plus @ Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong at 10:00 a.m. on 20 January 2026 for the Independent Shareholders to consider and approve, if thought fit, the Loan Capitalisation and the transactions contemplated thereunder and the grant of the Specific Mandate to allot and issue the Capitalisation Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board comprising all the independent non-executive Directors, namely Mr. Jin Qingjun, Ms. Zhong Yingjie, Christina and Mr. Lan Yadong
“Independent Financial Adviser”	First Global Corporate Finance Co., Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Loan Capitalisation Agreement and the transactions contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares)
“Independent Shareholders”	Shareholder(s) other than those who are required under the Listing Rules to abstain from voting on the resolution(s) to approve the Loan Capitalisation Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) to be proposed at the EGM
“Latest Practicable Date”	19 December 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Loan”	the unsecured shareholder’s loan in the principal amount of HK\$123,727,000 due from the Group to Mr. Hu as at the date of the Loan Capitalisation Agreement
“Loan Capitalisation”	conversion of the Partial Loan into the Capitalisation Shares by applying the Partial Loan in payment of the subscription amount for the Capitalisation Shares credited as fully paid to Oceanic Capital under the Loan Capitalisation Agreement
“Loan Capitalisation Agreement”	the conditional agreement dated 28 November 2025 entered into between Mr. Hu, Oceanic Capital and the Company in relation to the Loan Capitalisation
“Long Stop Date”	the date upon the expiry of six (6) months from the date of the Loan Capitalisation Agreement, or such other date as the parties may agree in writing
“Mr. Hu”	Mr. Hu Yangjun, an executive Director beneficially owns 208,171,000 Shares, consisting of a direct interest of 3,453,000 Shares and a deemed interest of 204,718,000 Shares held by Resources Rich Capital Limited, a company 50% owned by him, representing in aggregate approximately 50.52% of the issued share capital of the Company as at the Latest Practicable Date
“Ms. Zhang”	Ms. Zhang Qi, the spouse of Mr. Hu
“Oceanic Capital”	Oceanic Capital (HK) Limited, incorporated in Samoa with limited liability which is wholly owned by Mr. Hu
“Partial Loan”	the partial amount of the Loan in the amount of HK\$35,000,000 which shall be converted into the Capitalisation Shares by applying the Partial Loan in payment of the subscription amount credited as fully paid to Oceanic Capital under the Loan Capitalisation Agreement
“PRC”	the People’s Republic of China
“Resources Rich”	Resources Rich Capital Limited, a company incorporated in the British Virgin Islands with limited liability, which is 50% owned by Mr. Hu and 50% owned by Mr. Hu Yishi. Mr. Hu and Mr. Hu Yishi are deemed to be interested in all the shares in which Resources Rich Capital Limited has an interest by virtue of the SFO

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	the specific mandate to be sought from the Independent Shareholders at the EGM and to be granted to the Board for the allotment and issue of the Capitalisation Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“trading day”	means a day on which the Stock Exchange is open for the trading of securities
“%”	per cent.

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## LETTER FROM THE BOARD OF DIRECTORS

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**CENTRAL DEVELOPMENT HOLDINGS LIMITED**

**中發展控股有限公司**

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

**(Stock Code: 475)**

*Executive Directors:*

Mr. Wu Hao (*Chairman*)

Mr. Hu Yangjun

Mr. Li Wei Qi, Jacky

Mr. Zhang Bing

Mr. Tang Shukuan

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Mr. Jin Qingjun,

Ms. Zhong Yingjie, Christina

Mr. Lan Yadong

*Principal place of business in*

*Hong Kong:*

Room 2202, 22/F

Chinachem Century Tower

178 Gloucester Road

Wan Chai

Hong Kong

29 December 2025

*To the Shareholders*

Dear Sir or Madam,

**(1) CONNECTED TRANSACTION IN RELATION TO  
LOAN CAPITALISATION THROUGH SUBSCRIPTION OF NEW SHARES  
UNDER SPECIFIC MANDATE AND  
(2) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the Announcement of the Company dated 28 November 2025 in relation to the Loan Capitalisation.

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## LETTER FROM THE BOARD OF DIRECTORS

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The purpose of this circular is to provide you with, among other things, (i) details of the Loan Capitalisation Agreement and the transactions contemplated thereunder; (ii) recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Loan Capitalisation Agreement and the transactions contemplated thereunder; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Loan Capitalisation Agreement and the transactions contemplated thereunder; and (iv) a notice of the EGM.

### 2. THE LOAN CAPITALISATION AGREEMENT

On 28 November 2025 (after trading hours), the Company (as issuer), Mr. Hu (as creditor) and Oceanic Capital (as subscriber) entered into the Loan Capitalisation Agreement, pursuant to which the parties conditionally agreed that Oceanic Capital shall subscribe for, and the Company shall allot and issue, 87,500,000 Capitalisation Shares at the Capitalisation Price of HK\$0.4 per Capitalisation Share. The aggregate subscription price for all Capitalisation Shares payable by Oceanic Capital shall be satisfied by capitalising and setting off against the Partial Loan upon Completion.

The Loan represents the outstanding principal amount of approximately HK\$25.7 million provided by Mr. Hu to the Group in year 2018, for the purpose of financing its general working capital. As at the date of the Loan Capitalisation Agreement, the Loan amounted to approximately HK\$123,727,000, which includes a principal amount of approximately HK\$113.6 million and accrued interest of approximately HK\$10.1 million. The Loan is unsecured and has an interest rate of 8% per annum. Mr. Hu had agreed not to demand for repayment until the Group has sufficient cash resources to settle it.

Immediately upon completion of the Loan Capitalisation Agreement, the Partial Loan with principal amount HK\$35,000,000 would be set off against the aggregate subscription price for the Capitalisation Shares. The remaining balance of the Loan (representing approximately HK\$88,727,000) shall remain to be due and payable by the Company to Mr. Hu. The Group intends to settle the outstanding Loan when it has sufficient cash resources.

#### **The Loan Capitalisation Agreement**

The principal terms of the Loan Capitalisation Agreement are as follows:

- Date: 28 November 2025 (after trading hours)
- Parties: (1) the Company (as the issuer);
- (2) Mr. Hu (as the creditor); and
- (3) Oceanic Capital (as the subscriber).



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## LETTER FROM THE BOARD OF DIRECTORS

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### ***Number of Capitalisation Shares***

The Company has conditionally agreed to allot and issue, and Oceanic Capital has conditionally agreed to subscribe for 87,500,000 Capitalisation Shares at the Capitalisation Price of HK\$0.4 per Capitalisation Share. The aggregate subscription price for all Capitalisation Shares payable by Oceanic Capital under the Loan Capitalisation Agreement shall be satisfied by capitalising and setting off against the Partial Loan upon Completion.

The 87,500,000 Capitalisation Shares represents (i) approximately 21.23% of the total number of issued Shares as at the Latest Practicable Date; and (ii) approximately 17.51% of the total number of issued Shares as enlarged by the allotment and issue of the Capitalisation Shares, assuming that there will be no change in the total number of issued Shares from the Latest Practicable Date and the allotment and issue of the Capitalisation Shares.

The aggregate nominal value of the Capitalisation Shares (with a par value of HK\$0.01 each) is HK\$875,000.

In determining the number of Capitalisation Shares, the Company has taken into account that (i) it is the Company's objective to minimise the financial burden of the Group by maximising the Partial Loan being capitalised; and (ii) the Capitalisation Price was determined based on the recent trading performance of the Shares.

The Capitalisation Shares to be allotted and issued to Oceanic Capital will be allotted and issued under the Specific Mandate to be obtained at the EGM.

### ***Capitalisation Price***

The Capitalisation Price of HK\$0.4 per Capitalisation Share represents:

- (i) a discount of approximately 3.61% over the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 28 November 2025, being the date of the Loan Capitalisation Agreement;
- (ii) a discount of approximately 8.05% to the average closing price per Share of HK\$0.435 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement; and
- (iii) a discount of approximately 8.68% to the average closing price per Share of HK\$0.438 as quoted on the Stock Exchange for the last ten consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement;

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## LETTER FROM THE BOARD OF DIRECTORS

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- (iv) a discount of approximately 16.49% over the average closing price per Share of HK\$0.479 as quoted on the Stock Exchange for the last twenty consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement;
- (v) a discount of approximately 18.17% over the average closing price per Share of HK\$0.489 as quoted on the Stock Exchange for the last thirty consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement;
- (vi) a discount of approximately 37.50% over the audited consolidated net asset value per Share of HK\$0.64 as at 31 March 2025;
- (vii) a premium of approximately 3,900.00% over the unaudited consolidated net asset value per Share of HK\$0.01 as at 30 September 2025;
- (viii) a premium of approximately 16.67% over the closing price of HK\$0.48 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (ix) the theoretical diluted price (as defined under Rule 10.44A of the Listing Rules) of HK\$0.098 per Share.

The Capitalisation Price was arrived at on an arm's length basis between the Company and Mr. Hu, taking into account the recent trading performance of the shares, which had an average trading volume amounting to 0.01% of the total issued shares. Additionally, a downward trend in the Share price was noted. This assessment also considered the recent market conditions including a slight slump in the Hang Seng Index, which decreased from 26,384 on 17 November 2025 to 25,628 on 15 December 2025, as well as the current financial position, which shows a net current liability of HK\$21.9 million as at 30 September 2025, and the unfavorable business prospects of the Group, which indicate a revenue decrease of approximately 21.7% from the six months ended 30 September 2024 to the six months ended 30 September 2025. The Directors (including the independent non-executive Directors) consider that the Capitalisation Price (which only represents a discount of approximately 3.61% to the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 28 November 2025, being the date of the Loan Capitalisation Agreement and a discount of approximately 8.05% to the average closing price per Share of HK\$0.435 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement) and the terms of the Loan Capitalisation Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The amount of the total Capitalisation Price shall be satisfied by way of capitalising and setting off against the Partial Loan. The professional fees and related expenses which may be borne by the Company in connection with the Loan Capitalisation are expected to be HK\$200,000, and will be settled by the internal resources of the Group.

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## LETTER FROM THE BOARD OF DIRECTORS

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### *Conditions Precedent*

Completion of the Loan Capitalisation Agreement is conditional upon the fulfilment of the following conditions:

- (i) the Board (other than Mr. Hu who shall abstain from voting due to his interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder) having passed and approved the Loan Capitalisation Agreement and the transactions contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares);
- (ii) the Independent Shareholders having approved and passed at the EGM, the necessary resolutions to approve the Loan Capitalisation Agreement and the transaction contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares);
- (iii) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Capitalisation Shares and such approval and permission having not subsequently been revoked or withdrawn prior to the commencement of dealings in the Capitalisation Shares on the Stock Exchange;
- (iv) the representations and warrants given by the parties under the Loan Capitalisation Agreement being true and accurate and not misleading when made and remaining true and accurate and not misleading until the Completion Date; and
- (v) all other necessary prior consents and pre-approvals (if any) required to be obtained on the part of the Company in respect of the Loan Capitalisation Agreement and the transactions contemplated (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares) thereunder having been obtained.

Save for condition (iv) above which can be waived by Mr. Hu and Oceanic Capital by notice in writing to the Company, none of the above conditions may be waived by the Company or Mr. Hu or Oceanic Capital. If the conditions set out above are not fulfilled on or before the Long Stop Date, the Loan Capitalisation Agreement shall terminate and neither of the parties shall have any claim against the other for costs, damages, compensation or otherwise save for any antecedent breach of such Loan Capitalisation Agreement.

In the event the parties to the Loan Capitalisation Agreement agree to extend the Long Stop Date, the Company will re-comply with the relevant Listing Rules requirements (including obtaining Independent Shareholders' approval of the Specific Mandate).

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## LETTER FROM THE BOARD OF DIRECTORS

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As at the Latest Practicable Date, save for condition (i), none of the above conditions has been fulfilled.

### ***Completion***

Completion shall take place within seventh (7th) Business Days after satisfaction of the conditions precedent to the Loan Capitalisation Agreement (or such later date as may be agreed between the Company, Mr. Hu and Oceanic Capital in writing).

### ***Ranking of the Capitalisation Shares***

The Capitalisation Shares when allotted and issued, shall rank pari passu in all respects among themselves free from all liens, charges, guarantee, adverse interests and adverse claims, and with the Shares in issue on the date of allotment and issue of the Capitalisation Shares including all dividends declared or payable or distribution made or proposed on or after the date of completion of the Loan Capitalisation.

## **3. INFORMATION ON THE PARTIES**

### **The Company and The Group**

The principal activity of the Company is investment holding, and its principal subsidiaries are principally engaged in energy and jewelry businesses in the PRC and Hong Kong.

### **Mr. Hu and Oceanic Capital**

As at the Latest Practicable Date, Mr. Hu, an executive Director beneficially owns 208,171,000 Shares, consisting of a direct interest of 3,453,000 Shares and a deemed interest of 204,718,000 Shares held by Resources Rich Capital Limited, a company 50% owned by him, representing in aggregate approximately 50.52% of the issued share capital of the Company. Therefore, Mr. Hu is a controlling Shareholder (as defined under the Listing Rules) and a connected person of the Company under Chapter 14A of the Listing Rules. Oceanic Capital (HK) Limited, incorporated in Samoa with limited liability which is wholly owned by Mr. Hu.

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## LETTER FROM THE BOARD OF DIRECTORS

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### 4. REASONS FOR AND BENEFITS OF THE LOAN CAPITALISATION

As at the date of the Loan Capitalisation Agreement, the Company has cash and cash equivalents of approximately HK\$16,965,000, which were intended for payment of salaries and allowances, Directors' and chief executive's emoluments, operating expenses, rental and other legal and professional fees.

Taking into account the Group's current financial position, the Group is not in a position to repay the amount due to Mr. Hu without tightening the existing financial resources. The Loan Capitalisation enables the Group to settle part of its existing liabilities without utilising the existing financial resources and can avoid cash outflows.

The Directors have considered other alternative means for raising funds to settle the Partial Loan, such as bank borrowings, share placement or rights issue. However, having taken into account that:

- (i) debt financing and bank borrowing will inevitably increase the gearing ratio of the Group, which was approximately 452.8% as at 30 September 2025 and lenders generally require pledge of assets from the borrower;
- (ii) the Loan Capitalisation will reduce the indebtedness of the Group;
- (iii) other equity financing, such as placing of new shares and rights issue, typically require an attractive discount to the prevailing market price of the shares. These options are generally more time-consuming and less cost-effective compared to Loan Capitalisation, with a rights issue taking approximately three months to complete. The Company also encounters additional challenges and time requirements in securing underwriters and/or placing agents. Moreover, underwriting and placing commissions are necessary for both placements and rights issues;
- (iv) the Capitalisation Price represents a discount of approximately 3.61% to the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 28 November 2025, being the date of the Loan Capitalisation Agreement and a discount of approximately 8.05% to the average closing price per Share of HK\$0.435 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement; and
- (v) the Loan Capitalisation demonstrates the support and solid confidence given by Mr. Hu to the Group,

The Directors consider that the Loan Capitalisation is a more desirable solution for the Group to settle the Partial Loan.

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## LETTER FROM THE BOARD OF DIRECTORS

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It has been the Group's priority to pursue equity financing to support its operations without adversely affecting its financial position. In parallel, the Company and Mr. Hu had been in ongoing discussions regarding the potential capitalisation of the Loan as a means to further strengthen the Group's financial position. As at the Latest Practicable Date, the Board has no intention to conduct another loan capitalisation in the next 12 months. Considering that the Loan Capitalisation would enhance the Group's financial position and would not result in any theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules), the Company decided to enter into the Loan Capitalisation Agreement.

As at the date of Loan Capitalisation Agreement, the Company has cash and cash equivalents of approximately HK\$16,965,000 was intended for payment of salaries and allowances, Directors' and chief executive's emoluments, operating expenses, rental and other legal and professional fees. Following the Loan Capitalisation, the Group intends to gradually repay the outstanding Loan when the Group generates positive cash flows from operating activities. As at the Latest Practicable Date, the Group had incurred approximately HK\$3.5 million in outstanding debts that are to be repaid within one year, and approximately HK\$144.0 million that is to be repaid over the period of 1 to 5 years. The Group has sufficient cash to repay the outstanding debt due within 1 year. However, the Board cannot rule out the possibility that the Company will further capitalise the remaining balance of the Loan as a means to further improve the financial position of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

Although the allotment and issue of the Capitalisation Shares will have a dilution effect to the existing Independent Shareholders, having considered (i) the Capitalisation Shares, when allotted and issued, will be recognised entirely as equity of the Company which in turn will reduce the gearing ratio, enlarge the capital base and enhance the net asset position and the financial position of the Group; (ii) the capitalisation of the Loan can alleviate the repayment pressure of the Group and is beneficial to the business development of the Group; and (iii) the Capitalisation Price represents a discount of approximately 3.61% to the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 28 November 2025, being the date of the Loan Capitalisation Agreement and a discount of approximately 8.05% to the average closing price per Share of HK\$0.435 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement, the Directors are of the view that the dilution effect arising from the allotment and issue of the Capitalisation Shares is justifiable in this regard. In view of the above, the Directors (other than Mr. Hu who has material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder) consider that the terms of the Loan Capitalisation Agreement are fair and reasonable based on the current market conditions and are on normal commercial terms, accordingly, the Loan Capitalisation is in the interest of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD OF DIRECTORS

### 5. EFFECT OF THE LOAN CAPITALISATION ON THE SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (a) as at the Latest Practicable Date; and (b) immediately upon completion of the Loan Capitalisation and the allotment and issue of the Capitalisation Shares (assuming that there are no other changes to the issued share capital of the Company from the Latest Practicable Date until Completion):

Name of Shareholders	(a) As at Latest Practicable Date		(b) Immediately upon completion of the Loan Capitalisation assuming no other changes to the issued share capital of the Company from the Latest Practicable Date until Completion	
	No. of shares	Approximate%	No. of shares	Approximate%
Resources Rich ( <i>note i</i> )	204,718,000	49.68	204,718,000	40.98
Mr. Hu ( <i>note ii</i> )	3,453,000	0.84	3,453,000	0.69
Mr. Hu Yishi ( <i>note iii</i> )	2,736,000	0.66	2,736,000	0.55
Mr. Wu Hao ( <i>note iv</i> )	9,836,000	2.39	9,836,000	1.97
Mr. Chan Wing Yuen, Hubert ( <i>note v</i> )	7,100,000	1.72	7,100,000	1.43
Mr. Li Wei Qi, Jacky ( <i>note vi</i> )	4,266,000	1.04	4,266,000	0.85
Oceanic Capital ( <i>note vii</i> )	—	—	87,500,000	17.51
<i>Sub-total</i>	232,109,000	56.33	319,609,000	63.98
<i>Public Shareholders</i>				
Other Public Shareholders	179,972,000	43.67	179,972,000	36.02
Total	412,081,000	100.00	499,581,000	100.00

Notes:

- (i) 50% of the entire issued share capital of Resources Rich is owned by Mr. Hu while the other 50% is owned by Mr. Hu Yishi. Mr. Hu and Mr. Hu Yishi are deemed to be interested in all the Shares in which Resources Rich is interested by virtue of the SFO.
- (ii) Mr. Hu is an executive Director and had a direct interest of 3,453,000.
- (iii) Mr. Hu Yishi had a direct interest of 2,736,000 Shares.

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## LETTER FROM THE BOARD OF DIRECTORS

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- (iv) Mr. Wu Hao is an executive Director and chairman of the Board.
- (v) Mr. Chan Wing Yuen, Hubert was an executive Director and chief executive officer of the Company and resigned on 24 January 2025.
- (vi) Mr. Li Wei Qi, Jacky is an executive Director.
- (vii) Oceanic Capital incorporated in Samoa with limited liability which is wholly owned by Mr. Hu.

### **6. SPECIFIC MANDATE**

The Capitalisation Shares will be allotted and issued pursuant to the Specific Mandate proposed to be sought from the Independent Shareholders at the EGM.

### **7. APPLICATION FOR LISTING**

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Capitalisation Shares.

### **8. EQUITY FUND RAISING OF THE COMPANY DURING THE PAST TWELVE MONTHS**

The Company has not conducted any equity fund-raising activities in the 12 months immediately preceding the Latest Practicable Date.

### **9. LISTING RULES IMPLICATIONS**

As at the Latest Practicable Date, Mr. Hu, an executive Director beneficially owns 208,171,000 Shares, consisting of a direct interest of 3,453,000 Shares and a deemed interest of 204,718,000 Shares held by Resources Rich Capital Limited, a company 50% owned by him, representing in aggregate approximately 50.52% of the issued share capital of the Company. Therefore, Mr. Hu is a controlling Shareholder (as defined under the Listing Rules) and a connected person of the Company. Therefore, Oceanic Capital, being wholly-owned by Mr. Hu, is an associate of Mr. Hu (as defined under the Listing Rules) and hence a connected person of the Company under Chapter 14A. Accordingly, the Loan Capitalisation Agreement and the transactions contemplated thereunder constitute a connected transaction of the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Capitalisation Shares to be allotted and issued to Oceanic Capital will be allotted and issued under the Specific Mandate to be obtained at the EGM. Mr. Hu and his associates shall abstain from voting in respect of the resolution approving the Loan Capitalisation Agreement and the transactions contemplated thereunder at the EGM.



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## LETTER FROM THE BOARD OF DIRECTORS

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Mr. Hu, being an executive Director and the controlling Shareholder, has abstained from voting on the Board resolution approving the Loan Capitalisation Agreement and the transactions contemplated thereunder. Save as disclosed above, no other Director has a material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder and is required to abstain from voting on the Board resolutions in relation to the aforesaid matters.

Further, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, other than Mr. Hu, Ms. Zhang, Resources Rich, no other Shareholder has any material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder and will be required to abstain from voting at the EGM in respect of the resolution approving the aforesaid matters (including the grant of the Specific Mandate).

### **10. ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF THE INDEPENDENT FINANCIAL ADVISER**

The Independent Board Committee comprising all the independent non-executive Directors has been established to give a recommendation to the Independent Shareholders as to whether the terms of the Loan Capitalisation Agreement are on normal commercial terms or better and fair and reasonable, whether the Loan Capitalisation is conducted in the ordinary and usual course of business of the Group and in the interests of the Company and its shareholders as a whole and as to how to vote at the EGM. First Global Corporate Finance Co., Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

### **11. EGM**

The EGM will be convened at 24/F, Office Plus @ Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong on 20 January 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the Loan Capitalisation Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate for the allotment and issue of the Capitalisation Shares.

Set out on pages 51 to 53 of this circular is a notice convening the EGM to consider and, if appropriate, to approve the Loan Capitalisation Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate for the allotment and issue of the Capitalisation Shares. A form of proxy for use by the Shareholders at the EGM or any adjourned meeting is also enclosed herewith.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD OF DIRECTORS

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the resolution set out in the notice of the EGM will be voted by poll.

Pursuant to Rule 14A.36 of the Listing Rules, any Shareholder with a material interest in the transaction and his associates will abstain from voting on the relevant resolutions at the EGM. Accordingly, (i) Mr. Hu, an executive Director beneficially owns 208,171,000 Shares, consisting of a direct interest of 3,453,000 Shares and a deemed interest of 204,718,000 Shares held by Resources Rich Capital Limited, a company 50% owned by him, representing in aggregate approximately 50.52% of the issued share capital of the Company as at the Latest Practicable Date; (ii) Ms. Zhang, being the spouse of Mr. Hu; and (iii) Resources Rich, a company incorporated in the British Virgin Islands with limited liability, is 50% owned by Mr. Hu and 50% owned by Mr. Hu Yishi. Mr. Hu and Mr. Hu Yishi are deemed to be interested in all the shares in which Resources Rich has an interest by virtue of the SFO, will be required to abstain from voting on the resolution to approve the Loan Capitalisation Agreement and the transactions contemplated thereunder at the EGM, including the grant of the Specific Mandate. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, other than Mr. Hu, Ms. Zhang, Resources Rich, no other Shareholder has a material interest in the transactions contemplated under the Loan Capitalisation Agreement, including the grant of the Specific Mandate, and will be required to abstain from voting on the resolution to approve the Loan Capitalisation Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate to the Directors for the allotment and issue of the Capitalisation Shares to Oceanic Capital at the EGM.

### **12. CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 15 January 2026 to 20 January 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 14 January 2026.

### **13. RECOMMENDATION**

The Directors (including the independent non-executive Directors) consider that, although the entering into of the Loan Capitalisation Agreement is not conducted in the ordinary and usual course of business of the Company, the terms of the Loan Capitalisation Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) are fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole so far as the Independent Shareholders are concerned, and recommends the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

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## LETTER FROM THE BOARD OF DIRECTORS

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### 14. GENERAL INFORMATION

Your attention is drawn to the letter from the Independent Board Committee to the Independent Shareholders, the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, and additional information of the Group set out in the appendix to this circular.

Completion of the Loan Capitalisation is subject to the satisfaction of the conditions precedent in the Loan Capitalisation Agreement, and the Loan Capitalisation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

Yours faithfully,  
By order of the Board  
**Central Development Holdings Limited**  
**Wu Hao**  
*Chairman and Executive Director*

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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*The following is the full text of a letter from the Independent Board Committee setting out its recommendation for the purpose of inclusion in this circular.*



**CENTRAL DEVELOPMENT HOLDINGS LIMITED**

**中發展控股有限公司**

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

**(Stock Code: 475)**

29 December 2025

*To the Independent Shareholders*

Dear Sirs or Madams,

**(1) CONNECTED TRANSACTION IN RELATION TO LOAN  
CAPITALISATION THROUGH SUBSCRIPTION OF NEW SHARES  
BY A SUBSTANTIAL SHAREHOLDER  
UNDER SPECIFIC MANDATE AND  
(2) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

We refer to the circular dated 29 December 2025 issued by the Company (the “**Circular**”) to the Shareholders of which this letter forms part. The capitalised terms defined in this letter shall have the same meanings as those defined in the Circular unless specified otherwise.

We have been appointed as the members of the Independent Board Committee to advise the Independent Shareholders as to whether the terms of the Loan Capitalisation Agreement and the transactions contemplated thereunder are: (i) fair and reasonable; (ii) on normal commercial terms or better; (iii) conducted in the ordinary and usual course of business of the Group; (iv) in the interests of the Company and the Independent Shareholders as a whole; and (v) to advise the Independent Shareholders how to vote at the EGM.

First Global Corporate Finance Co., Limited has been appointed to act as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Loan Capitalisation Agreement and the transactions contemplated thereunder. The letter of advice from First Global Corporate Finance Co., Limited containing their recommendation and the principal factors they have taken into account in arriving at their recommendation is set out on pages 20 to 44 of the Circular.

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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We wish to draw your attention to the letter from the Board, as set out on pages 5 to 17 of the Circular and the text of a letter of advice from the Independent Financial Adviser, as set out on pages 20 to 44 of the Circular, both of which provide details of the terms of the Loan Capitalisation Agreement and the transactions contemplated thereunder. After taking into account the factors and reasons considered by the Independent Financial Adviser and its conclusion and advice, we concur with its views and consider that although the entering into of the Loan Capitalisation Agreement is not conducted in the ordinary and usual course of business of the Company, the terms of the Loan Capitalisation under the Loan Capitalisation Agreement are on normal commercial terms, are fair and reasonable and are in the interests of the Company and the Independent Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

Yours faithfully

For and on behalf of

the Independent Board Committee of

**Central Development Holdings Limited**

**Mr. Jin Qingjun**

*Independent non-executive*

*Director*

**Ms. Zhong Yingjie, Christina**

*Independent non-executive*

*Director*

**Mr. Lan Yadong**

*Independent non-executive*

*Director*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*The following is the full text of a letter of advice from First Global Corporate Finance Co., Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Loan Capitalisation Agreement, which has been prepared for the purpose of incorporation in this circular.*



Unit 402B, 4/F  
China Insurance Group Building  
No.141 Des Voeux Road Central  
Central, Hong Kong

29 December 2025

*To: The Independent Board Committee and the Independent Shareholders*

Dear Sir or Madam,

### **CONNECTED TRANSACTION IN RELATION TO LOAN CAPITALISATION THROUGH SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE**

#### **INTRODUCTION**

We refer to our engagement as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Loan Capitalisation Agreement (together with the transactions contemplated therein, including the issue of the Capitalisation Shares under specific mandate) (the “**Transactions**”), details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company to the Shareholders dated 29 December 2025 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular.

On 28 November 2025 (after trading hours of the Stock Exchange), the Company (as issuer), Mr. Hu (as creditor) (the “**Creditor**”) and Oceanic Capital (as subscriber) (the “**Subscriber**”) entered into the Loan Capitalisation Agreement, pursuant to which the Company has conditionally agreed to allot and issue, and Oceanic Capital has conditionally agreed to subscribe for, a total of 87,500,000 Capitalisation Shares at the price of HK\$0.4 per Capitalisation Share for the settlement of Partial Loan owed by the Company to Mr. Hu. The subscription amount in the sum of HK\$35,000,000 payable by Mr. Hu under the Loan Capitalisation Agreement shall be satisfied by setting off against an equivalent amount of the Partial Loan on a dollar-for-dollar basis.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### **Listing Rules implications**

As at the Latest Practicable Date, Mr. Hu, an executive Director beneficially owns 208,171,000 Shares, consisting of a direct interest of 3,453,000 Shares and a deemed interest of 204,718,000 Shares held by Resources Rich Capital Limited, a company 50% owned by him, representing in aggregate approximately 50.52% of the issued share capital of the Company. Therefore, Mr. Hu is a controlling Shareholder (as defined under the Listing Rules) and a connected person of the Company. Accordingly, the Loan Capitalisation Agreement and the transactions contemplated thereunder constitute a connected transaction of the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The Capitalisation Shares to be allotted and issued to Mr. Hu will be allotted and issued under the Specific Mandate to be obtained at the EGM. Mr. Hu and his associates shall abstain from voting in respect of the resolution approving the Loan Capitalisation Agreement and the transactions contemplated thereunder at the EGM. Mr. Hu, being an executive Director and the controlling Shareholder, has abstained from voting on the Board resolution approving the Loan Capitalisation Agreement and the transactions contemplated thereunder. Save as disclosed above, no other Director has a material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder and is required to abstain from voting on the Board resolutions in relation to the aforesaid matters. Further, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, other than Mr. Hu, Ms. Zhang, Resources Rich, no other Shareholder has any material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder and will be required to abstain from voting at the EGM in respect of the resolution approving the aforesaid matters (including the grant of the Specific Mandate).

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### THE INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Jin Qingjun, Ms. Zhong Yingjie, Christina and Mr. Lan Yadong, has been established to consider and advise the Independent Shareholders as to whether the terms of the Loan Capitalisation Agreement are fair and reasonable and the transactions contemplated thereunder are (i) fair and reasonable; (ii) on normal commercial terms or better and in the ordinary and usual course of business of the Company; (iii) in the interests of the Company and the Shareholders as a whole; and (iv) how the Independent Shareholders should vote in favour of the Transactions. None of the members of the Independent Board Committee has any material interest in the Transactions.

We, First Global Corporate Finance Co., Limited (“**First Global**”), have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. First Global is a licensed corporation licensed under the Securities and Futures Ordinance (“**SFO**”) to carry out Type 6 (advising on corporate finance) regulated activity. Mr. Jason Wong (“**Mr. Wong**”) is the person signing off the opinion letter from First Global contained in the Circular. Mr. Wong has been a responsible officer of Type 6 (advising on corporate finance) regulated activity under the SFO since 2022. Mr. Wong has participated in and completed various independent financial advisory transactions in Hong Kong.

### OUR INDEPENDENCE

During the past two years immediately preceding the Latest Practicable Date, save for this engagement of us as the Independent Financial Adviser, no other relationship has been formed and no direct engagement has been performed between the Group, the other party(ies) to the Transactions, or a close associate or core connected person of any of them and us. As at the Latest Practicable Date, we did not have any relationship with, or interest in, the Group, the other party(ies) to the Transactions, or a close associate or core connected person of any of them and us, or other parties that could reasonably be regarded as relevant to our independence. Apart from the normal advisory fee payable to us in connection with our engagement as the Independent Financial Adviser, no arrangement exists whereby we shall receive any other fees or benefits from the Company and its subsidiaries or their respective substantial shareholders or any party acting in concert, or presumed to be acting in concert, with any of them. Accordingly, we considered that we are independent to act as the Independent Financial Adviser in respect of the Transactions pursuant to Rule 13.84 of the Listing Rules.



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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### BASIS OF OUR OPINION

In formulating our opinion and recommendation to the Independent Board Committee and the Independent Shareholders, we have relied on the information and facts supplied, opinions expressed, statements and representations made to us by the management of the Group (including but not limited to those contained or referred to in the Circular). We have reviewed the documents including but not limited to (i) the Loan Capitalisation Agreement; (ii) the announcement of the Company dated 28 November 2025 in relation to the proposed issue of new shares under specific mandate (the “**Announcement**”); (iii) the Circular and the Letter from the Board contained therein; (iv) the annual report of the Company for the year ended 31 March 2025, respectively (the “**2024/25 Annual Report**”); and (v) the relevant supporting documents in respect of the Transactions provided by the Company, including but not limited to historical documents and records, to formulate our opinion and recommendation. We have assumed that the information and facts supplied, opinions expressed, statements and representations made to us by the management of the Group were true, accurate and complete at the time they were made and continue to be true, accurate and complete in all material aspects until the date of the EGM. The Shareholders will be informed should there be any material change of information in the Circular up to the date of the EGM. We have also assumed that all statements of belief, opinions, expectation and intention made by the management of the Group in the Circular were reasonably made after due enquiry and careful consideration. Where applicable, we have also conducted independent desktop search and confirmed that there was no material difference between our search result and the information and facts supplied, opinions expressed, statements and representations made to us by the management of the Group. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its management and/or advisers, which have been provided to us.

The Directors have collectively and individually accepted full responsibility of the Circular and have confirmed, having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We considered that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs or future prospects of the Group, or their respective shareholders, subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Transactions. Our opinion is necessarily based on the market, financial, economic and other conditions in effect and the information made available to us as at the Latest Practicable Date. Nothing contained in this letter of advice should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion in respect of the Transactions, we have considered the following principal factors and reasons:

#### I. Background of the Group

##### (i) *Background information of the Group*

The Group is principally engaged in solar energy business. The Company operates its businesses through two segments, including the manufacturing and sales of solar cooling intelligent technology products, using thermal cooling-stored pipes and sales of solar photovoltaic modules and components, as well as sales of refined oil and sales of liquefied natural gas (LNG). The Company is also engaged in the wholesale business of jewelry products.

##### (ii) *Historical financial performance and position of the Group*

Set out below is certain financial information of the Group for years ended 31 March 2024 (“FY2024”) and 2025 (“FY2025”) as extracted from the 2024/25 Annual Report:

	For the FY2025 (audited) HK\$'000	For the FY2024 (audited) HK\$'000
Sales of jewelry products	6,773	18,000
Sales of solar energy products	–	345
Sales of refined oil	61,905	64,857
Sales of LNG	159,427	105,347
<b>Revenue</b>	<b>228,105</b>	<b>188,549</b>
<b>Gross Profit</b>	<b>11,282</b>	<b>7,736</b>
<b>Net Loss</b>	<b>(18,033)</b>	<b>(31,029)</b>

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*Discussion on the Group's financial performance for the FY2025 as compared with that for the FY2024*

Based on the 2024/25 Annual Report, the Group's revenue reached approximately HK\$228.1 million for FY2025, with a year-on-year growth of approximately 21.0% as compared with revenue of approximately HK\$188.5 million for FY2024. The Group's energy business mainly includes the sale of liquefied natural gas ("LNG"), refined oil and solar photovoltaic ("PV") intelligent technology products. In the Current Year, revenue from sales of LNG increased, while revenue from sales of refined oil and solar energy products decreased. As a result, revenue from the energy business increased from approximately HK\$170.5 million for FY2024 to approximately HK\$221.3 million for FY2025, representing an increase of 29.8%. The increase in revenue from the energy business is mainly due to the establishment of a new office in Shenzhen, which has enabled the Group to expand the LNG business to other cities in the PRC, thereby capitalizing on significant business growth opportunities. The revenue from the jewelry business decreased by approximately 62.4% from approximately HK\$18.0 million for FY2024 to approximately HK\$6.8 million for FY2025, which is mainly due to intense competition in Hong Kong's jewelry market and weakened consumer confidence.

Gross profit increased from approximately HK\$7.7 million for FY2024 to approximately HK\$11.3 million for FY2025, representing an increase of approximately 45.8%. The increase in gross profit mainly due to the expansion of the LNG product sales in Southern China, which benefited from higher profit margins.

The Group's loss for the year attributable to the owners of the Company decreased from approximately HK\$31.1 million for FY2024 to approximately HK\$19.2 million for FY2025, representing a decrease of approximately 38.3%.

	<b>As at 31 March 2025</b>	<b>As at 31 March 2024</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>
Total Assets	263,827	259,322
Total Liabilities	251,950	231,494
Net Assets	11,877	27,828

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*Discussion on the Group's financial position as at 31 March 2025 as compared with that as at 31 March 2024*

The total assets of the Group were approximately HK\$259.3 million and HK\$263.8 million as of 31 March 2024 and 31 March 2025, respectively, representing an approximately 1.7% increase, which is mainly attributable to the increase in deposits paid for purchasing LNG and the decrease in right of use assets. The total liabilities of the Group were approximately HK\$231.5 million and HK\$252.0 million at 31 March 2024 and 31 March 2025, respectively, representing an approximately 8.8% increase, which is mainly attributable to the increase in bank borrowings and convertible bonds.

The consolidated net assets decreasing by approximately 57.2%, from approximately HK\$27.8 million as of 31 March 2024 to approximately HK\$11.9 million as of 31 March 2025.

### **II. The Loan Capitalisation Agreement**

#### ***(i) Background information of the Creditor***

As at the Latest Practicable Date, Mr Hu is an executive Director and controlling Shareholder of the Company, beneficially owns 208,171,000 Shares, consisting of a direct interest of 3,453,000 Shares and a deemed interest of 204,718,000 Shares held by Resources Rich Capital Limited, a company 50% owned by him, representing in aggregate approximately 50.52% of the issued share capital of the Company.

#### ***(ii) Background information of the Subscriber***

Oceanic Capital (HK) Limited is incorporated in Samoa with limited liability which is wholly owned by Mr. Hu.

#### ***(iii) Reasons for and benefits of the Loan Capitalisation***

Taking into account the Group's current financial position, the Group is not in a position to repay the amount due to Mr. Hu without tightening the existing financial resources. The Loan Capitalisation enables the Group to settle part of its existing liabilities without utilising the existing financial resources and can avoid cash outflows.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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The Directors have considered other alternative means for raising funds to settle the Partial Loan, such as bank borrowings, share placement or rights issue. However, having taken into account that:

- (i) debt financing and bank borrowing will inevitably increase the gearing ratio of the Group, which was approximately 452.8% as at 30 September 2025 and lenders generally require pledge of assets from the borrower;
- (ii) the Loan Capitalisation will reduce the indebtedness of the Group;
- (iii) other equity financing such as placing of new shares and rights issue, typically require an attractive discount to the prevailing market price of the shares. These options are generally more time-consuming and less cost-effective compared to Loan Capitalisation, with a rights issue taking approximately three months to complete. The Company also encounters additional challenges and time requirements in securing underwriters and/or placing agents. Moreover, underwriting and placing commissions are necessary for both placements and rights issues;
- (iv) the Capitalisation Price represents a discount of approximately 3.61% to the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 28 November 2025, being the date of the Loan Capitalisation Agreement and a discount of approximately 8.05% to the average closing price per Share of HK\$0.435 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement; and
- (v) the Loan Capitalisation demonstrates the support and solid confidence given by Mr. Hu to the Group.

The Directors consider that the Loan Capitalisation is a more desirable solution for the Group to settle the Partial Loan.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Although the allotment and issue of the Capitalisation Shares will have a dilution effect to the existing Independent Shareholders, having considered (i) the Capitalisation Shares, when allotted and issued, will be recognised entirely as equity of the Company which in turn will reduce the gearing ratio, enlarge the capital base and enhance the net asset position and the financial position of the Group; (ii) the capitalisation of the Loan can alleviate the repayment pressure of the Group and is beneficial to the business development of the Group; and (iii) the Capitalisation Price represents a discount of approximately 3.61% to the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 28 November 2025, being the date of the Loan Capitalisation Agreement and a discount of approximately 8.05% to the average closing price per Share of HK\$0.435 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement, the Directors are of the view that the dilution effect arising from the allotment and issue of the Capitalisation Shares is justifiable in this regard.

In view of the above, the Directors consider that the terms of the Loan Capitalisation Agreement are fair and reasonable based on the current market conditions and are on normal commercial terms, accordingly, the Loan Capitalisation is in the interest of the Company and the Shareholders as a whole.

In assessing the fairness and reasonableness of the Loan Capitalisation, we have considered the Group's historical financial performance and position. According to the Annual Report 24/25, the Group's cash and cash equivalents balance was approximately HK\$16.7 million and HK\$16.3 million as at 31 March 2025 and 31 March 2024 respectively. This level of cash and cash equivalents is insufficient to settle the Loan with a principal amount of approximately HK\$123.7 million, which includes a principal amount of approximately HK\$113.6 million and accrued interest of approximately HK\$10.1 million. Also, we were advised that the Group had incurred approximately HK\$3.5 million in outstanding debts that are to be repaid within one year, and approximately HK\$144.0 million that is to be repaid over the period of 1 to 5 years as at the Latest Practicable Date.

We have further considered the following factors: (i) the Group incurred continuous losses over the past two years, with net losses attributable to owners of the Company amounted to approximately HK\$18.0 million in FY2025 and HK\$31.0 million in FY2024, (ii) the Group experienced a substantial operating cash outflow of approximately HK\$21.5 million in FY2025, compared to approximately HK\$10.0 million recorded in FY2024. The increase in operating cash outflow, amounting to approximately HK\$11.5 million, is mainly attributable to an increase in other receivables, deposits, and prepayments by approximately HK\$14.3 million, which outweighs the increase in contract liabilities of approximately HK\$5.4 million, compared to an operating cash outflow in FY2024 of approximately HK\$10.0 million; and (iii) the Group continues to strategically expand its energy business with a commitment to diversifying its business.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Having taken into account the above factors and as discussed with the Management, we understand that the Group needs to utilise its existing cash and cash equivalents to finance and sustain its operations. As such, the Group is unable to repay the Loan without significantly compromising its liquidity position required for its normal business operations. The Loan Capitalisation enables the Group to settle its existing liabilities due to Mr. Hu without utilising the existing financial resources and helps avoid cash outflows.

As discussed with the Management, the Directors have also considered alternative means to settle the Loan, including a range of debt financing and equity financing methods.

In assessing the options for debt financing or bank borrowings, based on our discussion with the Management, we understand that the Company has considered the following factors: (i) additional bank borrowings will inevitably incur finance cost and further compromise the Group's financial position; (ii) securing further or new bank facilities could be difficult due to the historical loss-making performance of the Group; (iii) bank loans typically require asset pledges or collateral, which would impose limitation on the Group's operational flexibility; and (iv) the lengthy procedure for due diligence, risk assessments and negotiation with banks/lenders and therefore decided not to conduct further debt fundraising exercise. We have reviewed two email correspondences received from two distinct underwriters. We have been informed that one is unable to proceed, while the other is restricted to offering the placing and rights issue at a discount of 40% or greater. Having considered the above, in particular the Group's historical financial performance, we concur with the view of the Management that conducting further debt fundraising exercise may not be in the best interest of the Company under the Group's current circumstances.

With respect to other equity financing methods such as placement of new shares, rights issue or open offer, considering the Group's current financial performance, the limited liquidity of its shares, and the Company's market capitalisation, the Management believes in respect of rights issue or open offer, the subscription price would have to be set at a deep discount to the prevailing market price of the Shares in order to attract potential investors or existing Shareholders. In addition, rights issue or open offer of new Shares may also be subjected to underwriting uncertainty and market risks. These transactions typically involve extensive documentation and higher transaction costs, including underwriting commissions and associated fees for documentation and other professional services. For placing of new Shares to independent investors, it is challenging for a placement agent to secure independent third-party investors willing to subscribe to new Shares without applying a relatively substantial discount compared to the Capitalisation Price. Accordingly, the Directors consider that the Loan Capitalisation is an appropriate financing option for the Group as compared with other financing alternatives.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Having considered: (i) the Loan Capitalisation will allow the Company to settle the Partial Loan without imposing any substantial cash outflow so as to release the liquidity and working capital pressure of the Company; (ii) the severe shortage of cash and working capital for the repayment of the Loan; (iii) the financial position of the Group as mentioned above; and (iv) the Loan Capitalisation is an appropriate financing option for the Group as compared with other financing alternatives, we concur with the Directors' views that the terms of the Loan Capitalisation Agreement and the transaction contemplated thereunder, including the Loan Capitalisation through the issuance of new shares, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

***(iv) Principal terms of the Loan Capitalisation Agreement***

The principal terms of the Loan Capitalisation Agreement are as follows:

Date: 28 November 2025 (after trading hours)

Parties: (1) the Company (as the issuer);

(2) Mr. Hu (as the creditor); and

(3) Oceanic Capital (as the subscriber).

***Number of Capitalisation Shares***

The Company has conditionally agreed to allot and issue, and Oceanic Capital has conditionally agreed to subscribe for 87,500,000 Capitalisation Shares at the Capitalisation Price of HK\$0.4 per Capitalisation Share for the settlement of Partial Loan owed by the Company to Mr. Hu. The aggregate subscription price for all Capitalisation Shares payable by Oceanic Capital under the Loan Capitalisation Agreement shall be satisfied by capitalising and setting off against the Partial Loan upon Completion.

The 87,500,000 Capitalisation Shares represents (i) approximately 21.23% of the total number of issued Shares as at the Latest Practicable Date; and (ii) approximately 17.51% of the total number of issued Shares as enlarged by the allotment and issue of the Capitalisation Shares, assuming that there will be no change in the total number of issued Shares from the date of this announcement until completion of the Loan Capitalisation Agreement.



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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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The aggregate nominal value of the Capitalisation Shares (with a par value of HK\$0.01 each) shall be HK\$875,000. The Capitalisation Shares to be allotted and issued to Oceanic Capital will be allotted and issued under the Specific Mandate to be obtained at the EGM.

### *Capitalisation Price*

The Capitalisation Price of HK\$0.4 per Capitalisation Share represents:

- (i) a discount of approximately 16.67% to the closing price per Share of HK\$0.48 as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 3.61% to the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 28 November 2025, being the date of the Loan Capitalisation Agreement;
- (iii) a discount of approximately 8.05% to the average closing price per Share of HK\$0.435 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement;
- (iv) a discount of approximately 8.68% to the average closing price per Share of HK\$0.438 as quoted on the Stock Exchange for the last ten consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement;
- (v) a discount of approximately 16.49% over the average closing price per Share of HK\$0.479 as quoted on the Stock Exchange for the last twenty consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement;
- (vi) a discount of approximately 18.17% over the average closing price per Share of HK\$0.489 as quoted on the Stock Exchange for the last thirty consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement;
- (vii) a premium of approximately 3,900.00% over the unaudited consolidated net asset value per Share of HK\$0.01 as at 30 September 2025;

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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- (viii) a premium of approximately 1,233.33% over the consolidated net asset value attributable to the Shareholders of approximately HK\$0.03 per Share as at 31 March 2025, calculated by dividing the Group's audited consolidated net assets attributable to the Shareholders of approximately HK\$11,877,000 as at 31 March 2025 by 412,081,000 Shares in issue as at the date of the Capitalisation Agreement; and
- (ix) the theoretical diluted price (as defined under Rule 10.44A of the Listing Rules) of HK\$0.098 per Share.

The Capitalisation Price was arrived at on an arm's length basis between the Company and Mr. Hu, taking into account the recent trading performance of the shares, which had an average trading volume amounting to 0.01% of the total issued shares. Additionally, a downward trend in the Share price was noted. This assessment also considered the recent market conditions including a slight slump in the Hang Seng Index, which decreased from 26,384 on 17 November 2025 to 25,628 on 15 December 2025, as well as the current financial position, which shows a net current liability of HK\$ 21.9 million, and the unfavorable business prospects of the Group, which indicate a revenue decrease of approximately 21.7%. The Directors (including the independent non-executive Directors) consider that the Capitalisation Price (which only represents a discount of approximately 3.61% to the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 28 November 2025, being the date of the Loan Capitalisation Agreement and a discount of approximately 8.05% to the average closing price per Share of HK\$0.435 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement) and the terms of the Loan Capitalisation Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The amount of the total Capitalisation Price shall be satisfied by way of capitalising and setting off against the Partial Loan. In addition, the Group will use its internal resources to settle the professional fees and all related expenses which may be borne by the Company in connection with the Loan Capitalisation.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### *Conditions of the Loan Capitalisation*

Completion of the Loan Capitalisation Agreement is conditional upon the fulfilment of the following conditions:

- (i) the Board (other than Mr. Hu who shall abstain from voting due to his interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder) having passed and approved the Loan Capitalisation Agreement and the transactions contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares);
- (ii) the Independent Shareholders having approved and passed at the EGM the necessary resolutions to approve the Loan Capitalisation Agreement and the transaction contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares);
- (iii) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Capitalisation Shares and such approval and permission having not subsequently been revoked or withdrawn prior to the commencement of dealings in the Capitalisation Shares on the Stock Exchange;
- (iv) the representations and warrants given by the parties under the Loan Capitalisation Agreement being true and accurate and not misleading when made and remaining true and accurate and not misleading until the date of completion; and
- (v) all other necessary prior consents and pre-approvals (if any) required to be obtained on the part of the Company in respect of Loan Capitalisation Agreement and the transactions contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares) having been obtained.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Save for condition (iv) above which can be waived by Mr. Hu and Oceanic Capital by notice in writing to the Company, none of the above conditions may be waived by the Company or Mr. Hu or Oceanic Capital. As at the Latest Practicable Date, condition (i) is fulfilled. If the conditions set out above are not fulfilled on or before the Long Stop Date, the Loan Capitalisation Agreement shall terminate and neither of the parties shall have any claim against the other for costs, damages, compensation or otherwise save for any antecedent breach of such Loan Capitalisation Agreement.

### *Completion*

Completion of the Loan Capitalisation shall take place within seven (7) Business Days after satisfaction of the conditions precedent to the Loan Capitalisation Agreement (or such later date as may be agreed between the Company, Mr. Hu and Oceanic Capital in writing).

### *Ranking of the Capitalisation Shares*

The Capitalisation Shares when allotted and issued, shall rank *pari passu* in all respects among themselves free from all liens, charges, guarantee, adverse interests and adverse claims, and with the Shares in issue on the date of allotment and issue of the Capitalisation Shares including all dividends declared or payable or distribution made or proposed on or after the date of completion of the Loan Capitalisation. The Capitalisation Shares will be allotted and issued pursuant to the Specific Mandate proposed to be sought from the Independent Shareholders at the EGM.

### **Our Evaluation of the principal terms of the Loan Capitalisation Agreement**

As set out in the Letter from the Board, the Capitalisation Price was arrived at on an arm's length basis between the Company and Mr. Hu after taking into account the recent trading performance of the Shares, the recent market conditions, the current financial position and the business prospects of the Group.

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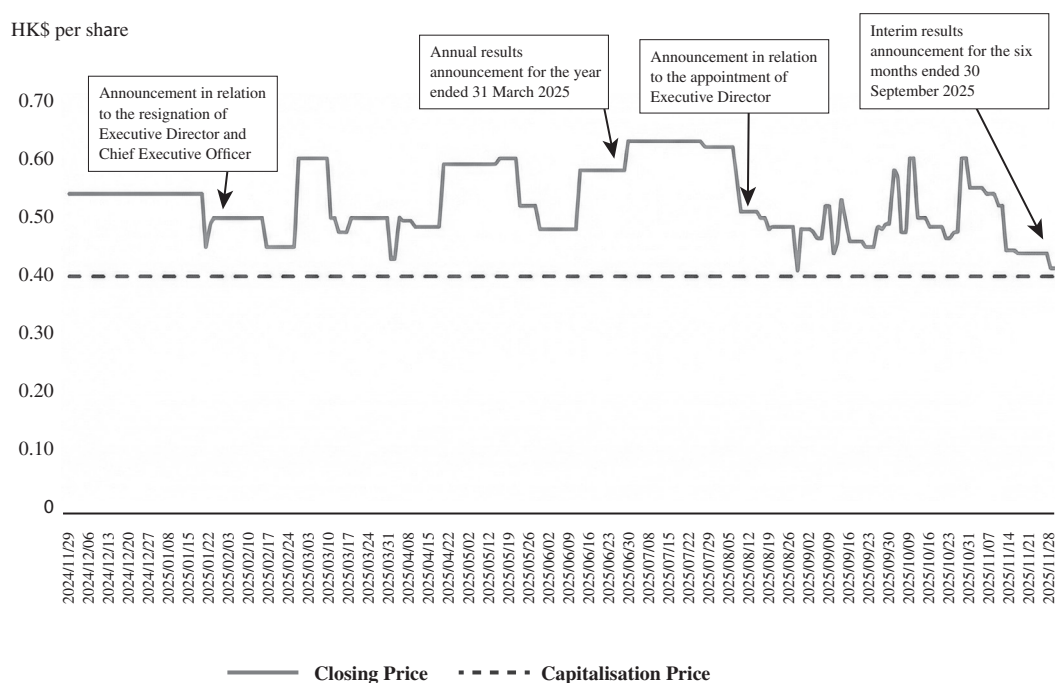
## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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In order to assess the fairness and reasonableness of the Capitalisation Price at HK\$0.4, we have conducted the following assessments:

### *Historical Share price performance*

We have reviewed the movement in historical closing prices and the chart below reflects the movement in closing prices from 29 November 2024 to the date of the Loan Capitalisation Agreement (“**Last Trading Date**”), being approximately a twelve-month trading period from the date of the Loan Capitalisation Agreement (the “**Review Period**”), which reflects the latest market conditions in the context of rapidly changing capital markets. We consider that the Review Period is adequate and representative to provide the fair comparison between the Issue Price and historical closing price, which allows a sufficient demonstration of the performance of Shares in response to prevailing market sentiment and operating conditions.



Source: The website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk))

During the Review Period, the daily closing prices of the Shares ranged from HK\$0.41 per Share (the “**Lowest Closing Price**”) recorded on 27 August 2025 to HK\$0.63 per Share (the “**Highest Closing Price**”) recorded on 27 June 2025. The average daily closing price of the Shares during the Review Period was approximately HK\$0.53 per Share (the “**Average Closing Price**”).

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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As illustrated in the graph above, the closing price of the Shares remained relatively stable at HK\$0.54 per Share for the majority of the Review Period from 29 November 2024 to 20 January 2025. On 21 January 2025, the price declined for the first time to HK\$0.45 per Share and fluctuated slightly before stabilizing around HK\$0.5 per Share until late February 2025.

A notable upward movement was observed in late February 2025, with the price peaking at HK\$0.60 per Share on 26 February 2025 and remaining at this level until early March 2025. Subsequently, the price fell to HK\$0.43 per Share on 31 March 2025 before rebounding to HK\$0.495 per Share in early April 2025.

Between April 2025 and June 2025, the price saw moderate fluctuations, reaching HK\$0.59 per Share by late April and peaking again at HK\$0.63 per Share on 27 June 2025. The price remained at this peak until 22 July 2025 before gradually declining to HK\$0.51 per Share on 7 August 2025.

A downward trend was observed from August 2025 onwards, with the price dropping to HK\$0.44 per Share on 17 November 2025 and further declining to the HK\$0.41 per Share by 27 November 2025.

It is noted that the Capitalisation Price of HK\$0.4 is below the Lowest Closing Price during the Review Period but is consistent with the overall range of closing prices during this time. Specifically, the Capitalisation Price represents (i) a discount of approximately 36.51% over the Highest Closing Price during the Review Period; (ii) a discount of approximately 2.44% over the Lowest Closing Price during the Review Period; and (iii) a discount of approximately 24.1% over the Average Closing Price during the Review Period.

Taking into consideration that (i) the Capitalisation Price is lower than the range of historical closing prices during the Review Period; (ii) aligns with the general price trends of the Shares during the Review Period; and (iii) the trading liquidity of the Shares is relatively thin as discussed in the trading volume analysis below, we are of the view that the Capitalisation Price is fair and reasonable.

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

### *Trading liquidity of Shares*

The following table sets out a summary of the average daily trading volume of the Shares with respect to the total number of issued Shares as at the respective month/period, during the Review Period from 28 November 2024 up to the Last Trading Date (the “**Liquidity Review Period**”) given that (i) such period would provide us with the recent and relevant information to demonstrate the prevailing market practice prior to the date of the Loan Capitalisation Agreement under the prevailing market conditions and capital market sentiment; and (ii) we are able to identify sufficient and reasonable sample size for selection of Comparables within the Liquidity Review Period, showing a fair representation of the overall market perception during the past 12 months prior to entering the Loan Capitalisation Agreement.

Month/period	Total Trading volume	Number of trading days	Average daily trading volume	Percentage of average trading volume to total number of Shares in issue (note)
<b>2024</b>				
November (from 29 November to 30 November)	–	1	–	–
December	6,000	20	300	0.00007%
<b>2025</b>				
January	2,960,000	19	155,789	0.03781%
February	2,998,000	20	149,900	0.03638%
March	126,000	21	6,000	0.00146%
April	1,504,000	19	79,158	0.01921%
May	70,000	20	3,500	0.00085%
June	46,000	21	2,190	0.00053%
July	2,000	22	91	0.00002%
August	1,210,000	21	57,619	0.01398%
September	960,000	22	43,636	0.01059%
October	532,000	20	26,600	0.00646%
November (up to and including Last Trading Date)	182,000	20	9,100	0.00221%
			Minimum	0.00002%
			Maximum	0.03781%
			Average	0.01%

Source: The website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk))

Note: Calculated based on the total number of Shares in issue at the end of the respective month/period, where applicable.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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As illustrated in the above table, during the Liquidity Review Period, the average daily trading volume for each month as a percentage to the then total number of shares in issue ranged from approximately 0.00002% to 0.03781% with an average of 0.01080%. Regarding to the relatively high trading volume in February 2025, we have discussed with the Management and they are not aware of any reason for such unusual high trading volume of the Shares during the aforesaid periods. Overall, we note that the trading liquidity of the Shares is relatively thin during the Liquidity Review Period, where 8 out of 12 months have a trading liquidity of below the average percentage of trading volume to the then total issued Shares (i.e. 0.01080%). Overall, this may hinder investors/underwriters or placing agent to participate when the Company attempts to conduct equity fundraising activities or is likely to result in a considerable discount to the prevailing market price of the Shares as incentive if such options were pursued. Therefore, the Management consider, and we concur, that it would be difficult for the Company to pursue a sizeable equity fundraising under terms that are favourable to the Company.

### ***Comparable analysis on the Issue Price***

To further assess the fairness and reasonableness of the Capitalisation Price, we have identified, to the best of our knowledge, effort and endeavor, an exhaustive list of eleven comparable transactions (the “**Comparables**”) based on the following criteria:

- (i) companies listed on the Stock Exchange; and
- (ii) companies that had published announcements in relation to connected transactions involving loan capitalisation through subscription of new shares (excluding transactions involving (a) issue of new shares for capital restructuring purpose; and (b) whitewash waiver applications or general offer obligations under the Hong Kong Code on Takeovers and Mergers) under specific mandate since the beginning of 2025 and up to the Last Trading Date.



## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We also note that the relevant terms of the Comparables may vary due to differences in financial positions, business performance and prospects of the respective companies. Nevertheless, we consider that the above selection criteria is fair and reasonable as these captured transactions similar to the Loan Capitalisation (i.e. connected transactions involving loan capitalisation through subscription of new shares) conducted by companies similarly listed on the Stock Exchange and the Comparables reflect recent trend in the prevailing market condition and serve as a general reference. We set out our findings in the table below:

Date of initial announcement	Company Name and stock code	Premium/ (Discount) of the capitalisation	Premium/ (Discount) of the capitalisation	Premium/ (Discount) of the capitalisation	Premium/ (Discount) of the capitalisation	Premium/ (Discount) of the capitalisation
		price over/to the average closing price per share for the last five consecutive trading days prior to/up to and including the date of agreement	price over/to the average closing price per share for the last ten consecutive trading days prior to/up to and including the date of agreement	price over/to the average closing price per share for the last twenty consecutive trading days prior to/up to and including the date of agreement	price over/to the average closing price per share for the last thirty consecutive trading days prior to/up to and including the date of agreement	price over/to the average closing price per share for the last thirty consecutive trading days prior to/up to and including the date of agreement
31 October 2025	JX Energy Ltd. (3395)	(1.6%)	(1.3%)	(2.6%)	(7.1%)	(13.3%)
24 October 2025	Chuanglian Holdings Limited (2371) (Note 2)	8.6%	8.6%	8.6%	8.6%	5.6%
20 October 2025	Zhonghua Gas Holdings Limited (8246)	8.9%	0.0%	(7.6%)	7.7%	15.3%
26 September 2025	Sheng Tang Holdings Limited (8305)	(24.0%)	(18.1%)	(13.1%)	(6.3%)	(3.1%)
25 August 2025	New Concepts Holdings Limited (2221) (Note 3)	13.6%	14.9%	12.4%	20.5%	28.2%
18 June 2025	New City Development Group Limited (456)	(4.9%)	(7.5%)	(13.0%)	(11.2%)	(8.3%)
29 April 2025	GoFintech Quantum Innovation Limited (290)	4.9%	2.6%	1.7%	(0.9%)	(1.4%)
17 April 2025	China HK Power Smart Energy Group Limited (931)	0.0%	(0.5%)	(4.4%)	(16.7%)	(24.7%)
7 April 2025	Regent Pacific Group Limited (575)	0.0%	15.8%	12.5%	10.7%	11.5%
21 January 2025	Cornerstone Technologies Holdings Limited (8391)	0.0%	0.0%	(2.0%)	(2.0%)	(5.7%)
17 January 2025	CHK Oil Limited (632)	5.1%	(5.0%)	(15.7%)	(16.3%)	(5.9%)
	Maximum	13.6%	15.8%	12.5%	20.5%	28.2%
	Minimum	(24.0%)	(18.1%)	(15.7%)	(16.7%)	(24.7%)
	Average	1.0%	0.9%	(2.1%)	(1.2%)	(0.2%)
	Median	0.0%	0.0%	(2.6%)	(2.0%)	(3.1%)
28 November 2025	The Company	(3.6%)	(8.1%)	(8.7%)	(16.5%)	(18.2%)

Source: The website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk))

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*Notes:*

1. The calculation of net asset value per share is based on (i) the total net asset value attributable to the owners of the company according to the latest annual report, annual result announcement or interim report prior the date of announcement, and (ii) the number of shares outstanding as at the corresponding year/period end date.
2. The respective premiums are calculated based on the theoretical closing prices or number of shares outstanding after taking into account the share consolidation, as appropriate. For details, please refer to the announcement of Chuanglian Holdings Limited dated 24 October 2025.
3. The respective premiums/(discount) are calculated based on the theoretical closing prices or number of shares outstanding after taking into account the share consolidation, as appropriate. For details, please refer to the announcement of New Concepts Holdings Limited dated 25 August 2025.

As illustrated in the table above, we have identified eleven Comparables and noted that the capitalisation price of the Comparables ranged from:

- (i) a discount of approximately 24.0% to a premium of approximately 13.6% to/over the respective closing prices of the shares on/prior to the date of the relevant agreement (the “**Range**”), with a median discount/premium of nil and an average premium of approximately 1.0%;
- (ii) a discount of approximately 18.1% to a premium of approximately 15.8% to/over the respective average closing prices of the shares on the last five consecutive trading days prior to/up to and including the date of the relevant agreement (the “**Five Days Range**”), with a median discount/premium of nil and an average premium of approximately 0.9%;
- (iii) a discount of approximately 15.7% to a premium of approximately 12.5% to/over the respective average closing prices of the shares on the last ten consecutive trading days prior to/up to and including the date of the relevant agreement (the “**Ten Days Range**”), with a median discount of approximately 2.6% and an average discount of approximately 2.1%;
- (iv) a discount of approximately 16.7% to a premium of approximately 20.5% to/over the respective average closing prices of the shares on the last twenty consecutive trading days prior to/up to and including the date of the relevant agreement (the “**Twenty Days Range**”), with a median discount of approximately 2.0% and an average discount of approximately 1.2%;

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- (v) a discount of approximately 24.7% to a premium of approximately 28.2% to/over the respective average closing prices of the shares on the last thirty consecutive trading days prior to/up to and including the date of the relevant agreement (the “**Thirty Days Range**”), with a median discount of approximately 3.1% and an average discount of approximately 0.2%; and
- (vi) a discount of approximately 84.2% to a premium of approximately 774.5% over their respective net asset value attributable to owners of the company per share (the “**NAV Range**”), with a median premium of approximately 188.9% and an average premium of approximately 264.1%.

We observed that the Capitalisation Price represents (i) a discount of approximately 3.6% over the Share closing price on the date of the Loan Capitalisation Agreement; (ii) a discount of approximately 8.1% over the average Share closing price for the last five consecutive trading days immediately prior to the date of the Loan Capitalisation Agreement; (iii) a discount of approximately 8.7% over the average Share closing price for the last ten consecutive trading days immediately prior to the date of the Loan Capitalisation Agreement; (iv) a discount of approximately 16.5% over the average Share closing price for the last twenty consecutive trading days immediately prior to the date of the Loan Capitalisation Agreement; (v) a discount of approximately 18.2% over the average Share closing price for the last thirty consecutive trading days immediately prior to the date of the Loan Capitalisation Agreement; and (vi) a premium of approximately 1,233.3% over the net asset value attributable to owners of the Company per Share.

The Capitalisation Price falls within the Range, Five Days Range, Ten Days Range, Twenty Days Range, and Thirty Days Range, except that the net asset value attributable to owners of the Company per Share is not within the NAV Range.

Considering that the Capitalisation Price reflects a significant premium over the net asset value per share, even though it is not within the NAV Range, the substantial premium over the net asset value attributable to owners of the company is significantly above the comparables’ NAV Range, indicating value creation for shareholders, we consider this premium to be indicative of the attractiveness and reasonableness of the Capitalisation Price, which is favourable to the Company.

# LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

## EFFECT OF THE LOAN CAPITALISATION AND THE SUBSCRIPTION ON SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (a) as at the Latest Practicable Date; and (b) immediately upon completion of the Loan Capitalisation and the allotment and issue of the Capitalisation Shares (assuming that there are no other changes to the issued share capital of the Company from the date of this announcement until completion of the Loan Capitalisation):

Name of Shareholders	(a) As at the Latest Practicable Date		(b) Immediately upon completion of the Loan Capitalisation assuming no other changes to the issued share capital of the Company from the Latest Practicable Date until completion of the Loan Capitalisation	
	No. of shares	Approximate %	No. of shares	Approximate %
Resources Rich ( <i>note i</i> )	204,718,000	49.68	204,718,000	40.98
Mr. Hu ( <i>note ii</i> )	3,453,000	0.84	3,453,000	0.69
Mr. Hu Yishi ( <i>note iii</i> )	2,736,000	0.66	2,736,000	0.55
Mr. Wu Hao ( <i>note iv</i> )	9,836,000	2.39	9,836,000	1.97
Mr. Chan Wing Yuen, Hubert ( <i>note v</i> )	7,100,000	1.72	7,100,000	1.43
Mr. Li Wei Qi, Jacky ( <i>note vi</i> )	4,266,000	1.04	4,266,000	0.85
Oceanic Capital ( <i>note vii</i> )	—	—	87,500,000	17.51
<i>Sub-total</i>	232,109,000	56.33	319,609,000	63.98
<i>Public Shareholders</i>				
Other Public Shareholders	179,972,000	43.67	179,972,000	36.02
Total	412,081,000	100.00	499,581,000	100.00

### Notes:

- (i) 50% of the entire issued share capital of Resources Rich is owned by Mr. Hu while the other 50% is owned by Mr. Hu Yishi. Mr. Hu and Mr. Hu Yishi are deemed to be interested in all the Shares in which Resources Rich is interested by virtue of the SFO.
- (ii) Mr. Hu is an executive Director and had a direct interest of 3,453,000.
- (iii) Mr. Hu Yishi had a direct interest of 2,736,000 Shares.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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- (iv) Mr. Wu Hao is an executive Director and chairman of the Board.
- (v) Mr. Chan Wing Yuen, Hubert was an executive Director and chief executive officer of the Company and resigned on 24 January 2025.
- (vi) Mr. Li Wei Qi, Jacky is an executive Director.
- (vii) Oceanic Capital is incorporated in Samoa with limited liability which is wholly owned by Mr. Hu

### POSSIBLE FINANCIAL EFFECTS OF THE LOAN CAPITALISATION

#### Earnings

As the Loan has an interest rate of 8% per annum, the Loan Capitalisation will enable the Group to save such interest expenses going forward, which can improve earnings of the Group.

#### Gearing and liquidity

Upon Completion, the Partial Loan (representing HK\$35,000,000 of the Loan) would be set off and the remaining part of the Loan (representing HK\$88,727,000 of the Loan) shall remain to be due and payable by the Company to Mr. Hu. As a result, indebtedness and liquidity position of the Group will be improved. In terms of gearing ratio (which was expressed as a percentage of total bank borrowings and loans from a shareholder and a controlling shareholder over total equity), assuming the Loan Capitalisation had taken place on 31 March 2025, the gearing ratio would be reduced from approximately 1,301.9% to approximately 1,007.2%. It should be noted that the above analysis is for illustrative purpose only and do not purport to represent how the financial position of the Group will be upon Completion. Overall, we note that the financial position of the Group would be improved as a result of the Loan Capitalisation.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### RECOMMENDATION

In view of the above factors and reasons stated above, we are of the opinion that although the Loan Capitalisation Agreement and the transactions contemplated thereunder are not conducted in the ordinary and usual course of business of the Group, the terms of the Loan Capitalisation Agreement are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole. Accordingly, we would recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders, to vote in favour of the relevant resolution(s) to be proposed at the EGM to approve the Loan Capitalisation Agreement.

Yours faithfully,

For and on behalf of

**First Global Corporate Finance Co., Limited**

**Jason Wong**

*Executive Director*

*Mr. Jason Wong is currently an executive director and responsible officer of First Global Corporate Finance Co., Ltd. to carry out Type 6 (advising on corporate finance) regulated activities under the SFO. Mr. Wong has over 11 years of experience in the corporate finance industry, and has participated in the provision of financial advisory and independent financial advisory services for various connected transactions involving companies listed in Hong Kong.*

## 1. RESPONSIBILITY STATEMENT

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

## 2. DISCLOSURE OF INTERESTS

### (i) Directors' and chief executives' interests in Shares, underlying Shares or debentures

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which are (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she has taken or deemed to have under such provisions of the SFO); (ii) required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Name of Director	Nature of interest	Number of Shares	Approximate percentage of the issued share capital (note iii)
Mr. Hu Yangjun	Interest of controlled corporation and beneficial interest	208,171,000 (L) (Note 1)	50.52%
Mr. Wu Hao	Beneficial interest	9,836,000 (L)	2.39%
Mr. Chan Wing Yuen, Hubert	Beneficial interest	7,100,000 (L)	1.72%
Mr. Li Wei Qi, Jacky	Beneficial interest	4,266,000 (L)	1.04%
Mr. Zhang Bing	Beneficial interest	3,800,000 (L) (Note 2)	0.92%
Mr. Jin Qingjun	Beneficial interest	330,000 (L) (Note 3)	0.08%

(L) denotes long position

*Notes:*

- (1) Mr. Hu had a direct interest of 3,453,000 Shares and a deemed interest of 204,718,000 Shares held by Resources Rich, a company 50% owned by Mr. Hu, within the meaning of Part XV of the SFO.
- (2) These interests represented the interests in underlying Shares in respect of share options granted by the Company to subscribe for 3,800,000 Shares at exercise price of HK\$0.574 per Share to Mr. Zhang Bing under the share option scheme adopted by the Company on 9 September 2016.
- (3) These interests represented the interests in underlying Shares in respect of share options granted by the Company to subscribe for 330,000 Shares at exercise price of HK\$0.636 per Share to Mr. Jin Qingjun under the share option scheme adopted by the Company on 9 September 2016.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests and short position in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which are required, pursuant to Section 352 of the SFO, to be entered in the registers referred to therein or are required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

**(ii) Persons having 5% or more interests**

As at the Latest Practicable Date, the following Shareholders had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were directly or indirectly interested in 5% or more of the nominal value of any class of share capital (excluding treasury shares) carrying rights to vote in all circumstances of general meetings of the Company or were recorded in the register of substantial shareholders required to be kept by the Company pursuant to Section 336 of the SFO or had otherwise notified the Company were as follows:



*Long Positions*

Name of Shareholders	Capacity	Total Number of Shares Held in the Company	Approximate percentage total issued Shares
Resources Rich ( <i>Note 1</i> )	Beneficial owner	204,718,000	49.68%
Mr. Hu Yangjun ( <i>Note 2</i> )	Interests of controlled corporation and beneficial interest	208,171,000	50.52%
Mr. Hu Yishi ( <i>Note 3</i> )	Interests of controlled corporation and beneficial interest	207,454,000	50.34%
Ms. Zhang Qi ( <i>Note 4</i> )	Interest of spouse	208,171,000	50.52%
Ms. Lin Min, Mindy ( <i>Note 5</i> )	Interest of spouse	207,454,000	50.34%

*Notes:*

- 50% of the entire issued share capital of Resources Rich is owned by Mr. Hu while the other 50% is owned by Mr. Hu Yishi. Mr. Hu and Mr. Hu Yishi are deemed to be interested in all the Shares in which Resources Rich is interested by virtue of the SFO.
- Mr. Hu had a direct interest of 3,453,000 and a deemed interest of 204,718,000 Shares held by Resources Rich, a company 50% owned by Mr. Hu, within the meaning of Part XV of the SFO.
- Mr. Hu Yishi had a direct interest of 2,736,000 Shares and a deemed interest of 204,718,000 Shares held by Resources Rich, a company 50% owned by Mr. Hu Yishi, within the meaning of Part XV of the SFO.
- Ms. Zhang is the spouse of Mr. Hu. Accordingly, she is deemed to be interested in the same number of Shares and underlying Shares in which Mr. Hu Yangjun is interested in pursuant to the SFO.
- Ms. Lin Min, Mindy is the spouse of Mr. Hu Yishi. Accordingly, she is deemed to be interested in the same number of Shares and underlying Shares in which Mr. Hu Yishi is interested in pursuant to the SFO.

Save as disclosed above, as at the Latest Practicable Date, no persons, other than a director or chief executives of the Company, had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

**3. DIRECTORS' SERVICE CONTRACTS**

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

**4. DIRECTORS' INTERESTS IN THE ASSETS, CONTRACTS OR ARRANGEMENT SIGNIFICANT TO THE GROUP**

The following are the contracts in which a Director is materially interested and which is significant in relation to the business of the Group:

- (a) the Loan Capitalisation Agreement.

As at the Latest Practicable Date, save as disclosed above, none of the Directors had any interest, directly or indirectly, in any assets which have, since 31 March 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up), been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group. None of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date and which is significant in relation to the business of the Group.

**5. DIRECTORS' INTERESTS IN COMPETING BUSINESS**

As at the Latest Practicable Date, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

**6. MATERIAL ADVERSE CHANGE**

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

**7. EXPERT'S QUALIFICATION AND CONSENT**

First Global Corporate Finance Co., Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which it appears.

The following is the qualification of the expert who has given its opinion or advice which is contained in the circular:

<b>Name</b>	<b>Qualification</b>
First Global Corporate Finance Co., Limited	a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the SFO

**8. EXPERT'S INTERESTS**

As at the Latest Practicable Date, First Global Corporate Finance Co., Limited did not have any shareholding in any member of the Company or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Company and did not have any direct or indirect interest in any asset which had been acquired by or disposed of or leased to any member of the Group, or was proposed to be acquired by or disposed of or leased to any member of the Group, since 31 March 2025, the date to which the latest published audited consolidated financial statements of the Group were made up; and was not beneficially interested in the share capital of any member of the Group and did not have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

**9. DOCUMENTS ON DISPLAY**

Copies of the following documents will be published on the respective websites of the Stock Exchange at "www.hkexnews.hk" and the Company at "www.475hk.com" for a period of 14 days from the date of this circular:

- (a) The Loan Capitalisation Agreement;
- (b) the letter from the Independent Board Committee to the Independent Shareholders, the text of which is set out in this circular;
- (c) the letter from the Independent Financial Adviser, the text of which is set out in this circular;
- (d) the written consent from First Global Corporate Finance Co., Limited referred to in the paragraph headed "Expert's Qualification and Consent" in this appendix; and
- (e) this circular.

**10. MISCELLANEOUS**

- (a) the registered office of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands;
- (b) the principal place of business of the Company is located at Room 2202, 22/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong;
- (c) the Company's branch share registrar in Hong Kong is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong;
- (d) the company secretary of the Company is Mr. Chow Chi Shing who is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom; and
- (e) the English text of this circular prevails over the Chinese text in case of inconsistency.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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CENTRAL DEVELOPMENT HOLDINGS LIMITED

中發展控股有限公司

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

**(Stock Code: 475)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of Central Development Holdings Limited (the “**Company**”) will be held at 24/F, Office Plus @ Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong on 20 January 2026 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

1. “**THAT**

- (a) the Loan Capitalisation Agreement (the “**Loan Capitalisation Agreement**”) dated 28 November 2025 and entered into between the Company (as issuer), Mr. Hu (as creditor) and Oceanic Capital (as subscriber) in relation to the conversion of the partial loan with principal amount of HK\$35,000,000 under the unsecured shareholder’s loan due from the Group to Mr. Hu into the share capital of the Company (the “**Loan Capitalisation**”) involving the subscription (the “**Subscription**”) of an aggregate of 87,500,000 new shares, by Oceanic Capital, to be allotted and issued by the Company (the “**Capitalisation Shares**”) at the Capitalisation Price of HK\$0.4 per Capitalisation Share and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, the Capitalisation Shares, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate authorising the Directors to exercise all the powers of the Company to allot and issue the Capitalisation Shares to Oceanic Capital subject to the terms of the Loan Capitalisation Agreement (the “**Specific Mandate**”), with such Specific Mandate being in addition to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (c) any Director be and is hereby authorised to sign, execute, perfect and deliver all such documents, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and giving effect to the Loan Capitalisation Agreement, the Loan Capitalisation, the allotment and issue of the Capitalisation Shares and the transactions contemplated thereunder, and to agree to the variation, amendment and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Loan Capitalisation Agreement and are in the best interests of the Company.”

For and on behalf of the Board  
**Central Development Holdings Limited**  
**Wu Hao**  
*Chairman and Executive Director*

Hong Kong, 29 December 2025

*Principal place of business:*

Room 2202, 22/F  
Chinachem Century Tower  
178 Gloucester Road  
Wan Chai  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the EGM is entitled to appoint a person or (in respect of a shareholder who is the holder of two or more shares) persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM should he so wish, and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said person as present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
5. The above resolution will be voted by way of a poll at the EGM.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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6. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 15 January 2026 to 20 January 2026 (both days inclusive), during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 14 January 2026.
7. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the "Latest Listed Company Information" page of the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned meeting.

*As at the date of this circular, the Board consists of five executive Directors, namely Mr. Wu Hao, Mr. Hu Yangjun, Mr. Li Wei Qi, Jacky, Mr. Zhang Bing and Mr. Tang Shukuan; and three independent non-executive Directors, namely Mr. Jin Qingjun, Ms. Zhong Yingjie, Christina and Mr. Lan Yadong.*