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## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to the contents of this Scheme Document, any aspect of the Proposal or any action to be taken, you should consult a licensed securities dealer or registered institution in securities, stockbroker, bank manager, solicitor, professional accountant or other professional adviser and obtain independent professional advice.

This Scheme Document appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Offeror or the Company nor is it a solicitation of any vote or approval in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Offeror or the Company in any jurisdiction in contravention of applicable law.

This Scheme Document is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.

If you have sold or transferred all your shares in the Company, you should at once hand this Scheme Document and the accompanying forms of proxy to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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**Wealth Builder Holdings Limited**  
(Incorporated in the British Virgin Islands with limited liability)

**Legend Upstar Holdings Limited**  
**鉅聯控股有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 459)

**(1) PROPOSAL FOR THE PRIVATISATION OF  
LEGEND UPSTAR HOLDINGS LIMITED  
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING**

**Financial Adviser to the Offeror**



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



**SOMERLEY CAPITAL LIMITED**

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Unless the context otherwise requires, capitalized terms used in this Scheme Document (including this cover page) are defined in Part I of this Scheme Document. A letter from the Board is set out in Part III of this Scheme Document. A letter from the Independent Board Committee containing its advice to the Disinterested Scheme Shareholders in relation to the Proposal is set out in Part IV of this Scheme Document. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee in relation to the Proposal and the Scheme is set out in Part V of this Scheme Document. An Explanatory Memorandum regarding the Proposal and the Scheme is set out in Part VI of this Scheme Document. The actions to be taken by the Shareholders are set out in the section headed "Actions to be taken" of this Scheme Document.

Notices convening the Court Meeting and the EGM to be held at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Friday, 20 February 2026, in the case of the Court Meeting at 11:00 a.m. and, in the case of the EGM at 11:30 a.m. (or as soon as practicable after the conclusion or adjournment of the Court Meeting) are set out in Appendix VII and Appendix VIII to this Scheme Document respectively. Whether or not you are able to attend the Court Meeting and/or the EGM or any adjournment thereof in person, if you are a Scheme Shareholder, you are strongly urged to complete and sign the enclosed **pink** form of proxy in respect of the Court Meeting and if you are a Shareholder, you are strongly urged to complete and sign the enclosed **white** form of proxy in respect of the EGM, in accordance with the instructions printed thereon and to lodge them at the office of the Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no later than the respective times and dates as stated in section headed "Actions to be taken" of this Scheme Document. If the **pink** form of proxy is not so lodged, it may alternatively be handed to the chairman of the Court Meeting before the taking of the poll, who shall have absolute discretion as to whether or not to accept it.

Completion and return of the forms of proxy for the Court Meeting and/or the EGM will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof, should you so wish. In the event that you attend and vote at the relevant meeting or any adjournment thereof after having lodged your forms of proxy, the returned forms of proxy shall be deemed to have been revoked. This Scheme Document is jointly issued by the Offeror and the Company.

In case of any inconsistency, the English language texts of this Scheme Document, the enclosed **pink** form of proxy in respect of the Court Meeting and the enclosed **white** form of proxy in respect of the EGM shall prevail over their respective Chinese language texts for the purpose of interpretation.

28 January 2026

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## ACTIONS TO BE TAKEN

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### NOTICE TO OVERSEAS SCHEME SHAREHOLDERS

The making and implementation of the Proposal to the Scheme Shareholders who are not residents in Hong Kong may be affected by the applicable laws of the relevant jurisdictions. Any Scheme Shareholders who are not residents in Hong Kong should inform themselves about and observe any applicable legal and regulatory requirements in their own jurisdictions.

It is the responsibility of any overseas Scheme Shareholders wishing to take any actions in relation to the Proposal to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with the necessary formalities and the payment of any issue, transfer or other taxes due from the Scheme Shareholder in such jurisdiction. The Offeror and the Company expressly decline any liability for breach of any of these restrictions by any persons.

Any acceptance of the Proposal by the Scheme Shareholders will be deemed to constitute a representation and warranty from such persons to the Offeror, the Company and their respective advisers, including Odysseus Capital and the Independent Financial Adviser, that those laws and regulatory requirements have been complied with. For the avoidance of doubt, neither HKSCC or HKSCC Nominees Limited will give, or be subject to, the above warranty and representation.

Scheme Shareholders residing in jurisdictions other than Hong Kong should consult their own professional advisers if they are in any doubt as to the potential applicability of, or consequence under, any provision of law or regulation or judicial or regulatory decisions or interpretations in any jurisdictions, territory or locality therein or thereof and, in particular, whether there will be any restriction or prohibition on the acquisition, retention, disposal or otherwise with respect to the Shares, as the case may be. Overseas Shareholders are advised to read the section headed “14. Overseas Scheme Shareholders” in the Explanatory Memorandum in Part VI of this Scheme Document for further information.

### PAST PERFORMANCE AND FORWARD-LOOKING STATEMENTS

The performance and the results of operations of the Group contained in this Scheme Document are historical in nature and past performance is not a guarantee of the future results of the Group. This Scheme Document may contain forward-looking statements and opinions that involve risks and uncertainties. Actual results may differ materially from expectations discussed in such forward-looking statements and opinions and you should not place undue reliance on such forward-looking statements and opinions. Subject to the requirements of applicable laws, rules and regulations, including the Takeovers Code, none of the Offeror, the Company, Odysseus Capital, the Independent Financial Adviser, any of their respective directors, officers, employees, agents, affiliates or advisers or any other persons involved in the Proposal assumes any obligation to correct or update the forward-looking statements or opinions contained in this Scheme Document.

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## ACTIONS TO BE TAKEN

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### 1. ACTIONS TO BE TAKEN BY THE SHAREHOLDERS

#### **Entitlements of the holders of the Scheme Shares and the Shareholders to attend and vote at the Court Meeting and the EGM**

Holders of the Scheme Shares who are entitled to attend and vote at the Court Meeting and Shareholders who are entitled to attend and vote at the EGM are those whose names appear on the Register as at the close of business on the Meeting Record Date, being Friday, 20 February 2026.

For the purpose of determining the entitlements of the holders of the Scheme Shares to attend and vote at the Court Meeting and the entitlements of the Shareholders to attend and vote at the EGM, the Register will be closed from Thursday, 12 February 2026 to Friday, 20 February 2026 (both days inclusive) (or such other dates as the Shareholders may be notified by announcement). During such period, no transfer of Shares will be effected.

In order to qualify to vote at the Court Meeting and/or the EGM, all transfers accompanied by the relevant share certificates must be lodged with the office of the Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 11 February 2026 (or such other date as the Shareholders may be notified by announcement).

#### **Forms of proxy**

A **pink** form of proxy for use at the Court Meeting and a **white** form of proxy for use at the EGM are enclosed with this Scheme Document.

Any subsequent transferees of the Shares will need to obtain the relevant form(s) of proxy from the transferors. Alternatively, copies of the forms of proxy can be: (i) obtained from the Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong; or (ii) downloaded from the website of either the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) or the Company at [www.legendupstarholdings.com](http://www.legendupstarholdings.com).

Whether or not you are able to attend the Court Meeting and/or the EGM or any adjournment thereof in person:

- (i) if you are a holder of the Scheme Shares, you are strongly urged to complete and sign the enclosed **pink** form of proxy in respect of the Court Meeting; and
- (ii) if you are a Shareholder, you are strongly urged to complete and sign the enclosed **white** form of proxy in respect of the EGM,

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## ACTIONS TO BE TAKEN

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in accordance with the instructions printed on them, and to lodge them at the office of the Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

**In order to be valid:**

- (i) the **pink** form of proxy for use at the Court Meeting should be lodged no later than 11:00 a.m. on Wednesday, 18 February 2026 (or such other date as the holders of Scheme Shares may be notified by announcement) or if the **pink** form of proxy is not so lodged, it may alternatively be handed to the chairman of the Court Meeting before the taking of the poll, who shall have absolute discretion as to whether or not to accept it; and
- (ii) the **white** form of proxy for use at the EGM should be lodged no later than 11:30 a.m. on Wednesday, 18 February 2026 (or such other date as the Shareholders may be notified by announcement).

Completion and return of the relevant form(s) of proxy for the Court Meeting and/or the EGM will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof should you so wish, and in such event, the returned form of proxy will be deemed to have been revoked.

**If you do not appoint a proxy and you do not attend and vote at the Court Meeting and/or the EGM, you will still be bound by the outcome of the Court Meeting and the EGM. You are therefore strongly urged to attend and vote at the Court Meeting and/or the EGM in person or by proxy.**

Voting at the Court Meeting and the EGM will be taken by poll as required under the Listing Rules and the Takeovers Code.

**Announcement of the results of the Court Meeting and the EGM**

Joint announcement(s) will be made by the Offeror and the Company in relation to the results of the Court Meeting and the EGM. If all of the requisite resolutions are passed at those meetings, further announcement(s) will be made in relation to, amongst other things, the results of the Court Hearing, the Effective Date and the date of withdrawal of the listing of the Shares on the Stock Exchange.

**Shareholders who have sold/transferred Shares should hand this Scheme Document and accompanying forms of proxy to the purchaser/transferee.**

If you have sold or transferred all of your Shares, you should at once hand this Scheme Document and the accompanying forms of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## ACTIONS TO BE TAKEN

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### 2. ACTIONS TO BE TAKEN BY BENEFICIAL OWNERS WHOSE SHARES ARE HELD BY A REGISTERED OWNER OTHER THAN HKSCC NOMINEES

No person shall be recognized by the Company as holding any Shares on trust.

A Beneficial Owner whose Shares are registered in the name of a Registered Owner should contact such Registered Owner to give instructions to and/or to make arrangements with such Registered Owner as to the manner in which the Shares beneficially owned by the Beneficial Owner should be voted at the Court Meeting and/or the EGM.

A Beneficial Owner who wishes to attend and vote at the Court Meeting and/or the EGM personally should:

- (i) contact the Registered Owner directly to make the appropriate arrangements with the Registered Owner to enable the Beneficial Owner to attend and vote at the Court Meeting and/or the EGM and, for such purpose, the Registered Owner may appoint the Beneficial Owner as its proxy; or
- (ii) arrange for some or all of the Shares registered in the name of the Registered Owner to be transferred and registered in the name of the Beneficial Owner prior to the Meeting Record Date.

The appointment of a proxy by the Registered Owner at the Court Meeting and/or the EGM shall be in accordance with all relevant provisions in the articles of association of the Company.

In the case of the appointment of a proxy by the Registered Owner, the relevant forms of proxy shall be completed and signed by the Registered Owner and shall be lodged in the manner and no later than the latest time for lodging the relevant forms of proxy as more particularly set out in this Scheme Document.

Completion and return of a form of proxy for the Court Meeting and/or the EGM will not preclude the Registered Owner from attending and voting in person at the relevant meeting or any adjournment thereof should he/she/it so wish, and, in such event, the relevant form of proxy will be deemed to have been revoked.

Instructions to and/or arrangements with the Registered Owner should be given or made in advance of the relevant latest time for the lodgement of form(s) of proxy in respect of the Court Meeting and/or the EGM, or, as applicable, the latest time for lodging transfers of Shares, in order to provide the Registered Owner with sufficient time to complete his/her/its form(s) of proxy or transfer documents accurately and to submit them by the relevant deadlines. To the extent that any Registered Owner requires instructions from or arrangements to be made with any Beneficial Owner at a particular date or time in advance of the relevant latest time for the lodgement of the forms of proxy in respect of the Court Meeting and/or the EGM, such Beneficial Owner should comply with the requirements of such Registered Owner.

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## ACTIONS TO BE TAKEN

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### 3. ACTIONS TO BE TAKEN BY BENEFICIAL OWNERS WHOSE SHARES ARE DEPOSITED IN CCASS

HKSCC Nominees may vote for and against the Scheme in accordance with instructions received from CCASS Participants.

Any Beneficial Owner whose Shares are deposited in CCASS and registered under the name of HKSCC Nominees must:

- (i) unless such Beneficial Owner is a person admitted to participate in CCASS as an Investor Participant, contact his/her/its broker, custodian, nominee or other relevant person who is, or has in turn deposited such Shares with, the Other CCASS Participant regarding voting instructions to be given to such persons if he/she/it wishes to vote in respect of the Scheme.

The procedure for voting in respect of the Scheme by the Investor Participants and the Other CCASS Participants with respect to the Shares registered under the name of HKSCC Nominees shall be in accordance with the “Operating Guide For Investor Participants”, “General Rules of HKSCC” and “HKSCC Operational Procedures” in effect from time to time; or

- (ii) if the Beneficial Owner wishes to vote (in person or by proxy) at the Court Meeting and/or the EGM, arrange for some or all of such Shares to be withdrawn from CCASS and transferred and registered in the name of the Beneficial Owner prior to the Meeting Record Date.

For withdrawal of Shares from CCASS and registration thereof, the relevant Beneficial Owner will be required to pay to CCASS a withdrawal fee per board lot withdrawn, a registration fee for each share certificate issued, stamp duty on each transfer instrument and, if his/her/its Shares are held through a financial intermediary, any other relevant fees charged by his/her/its financial intermediary. Such Beneficial Owner should contact his/her/its broker, custodian, nominee or other relevant person in advance of the latest time for lodging transfers of the Shares into his/her/its name so as to qualify to attend and vote at the Court Meeting and/or the EGM, in order to provide such broker, custodian, nominee or other relevant person with sufficient time to withdraw the Shares from CCASS and register them in his/her/its name.

### 4. EXERCISE YOUR RIGHT TO VOTE

**If you are a Shareholder or a Beneficial Owner, the Offeror and the Company strongly encourage you to exercise your right to vote or give instructions to the relevant Registered Owner to vote in person or by proxy at the Court Meeting and at the EGM.**

**If you keep any Shares in a share lending programme, the Offeror and the Company urge you to recall any outstanding Shares on loan to avoid market participants using borrowed stock to vote.**

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## ACTIONS TO BE TAKEN

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If you are a Beneficial Owner whose Shares are deposited in CCASS, the Offeror and the Company encourage you to provide HKSCC Nominees with instructions or make arrangements with HKSCC Nominees in relation to the manner in which those Shares should be voted at the Court Meeting and at the EGM without delay and/or arrange for some or all of such Shares to be withdrawn from CCASS and transferred and registered in your name (as detailed in the paragraph headed “3. *Actions to be taken by Beneficial Owners whose Shares are deposited in CCASS*” in this section).

If you are a Registered Owner holding Shares on behalf of Beneficial Owners, the Offeror and the Company would be grateful if you would inform the relevant Beneficial Owners about the importance of arranging for such Shares to be voted.

If the Scheme becomes effective, it will be binding on all of the Scheme Shareholders, irrespective of whether or not they have attended or voted at the Court Meeting or EGM.

If you are in doubt as to the contents of this Scheme Document, any aspect of the Proposal or any action to be taken, you are encouraged to consult a licensed securities dealer or registered institution in securities, stockbroker, bank manager, solicitor, professional accountant or other professional adviser and obtain independent professional advice.

### 5. WHO SHOULD I CALL IF I HAVE ADDITIONAL QUESTIONS?

If any Shareholder has any questions concerning administrative matters relating to the Court Meeting and/or the EGM, please contact as follows:

#### **MUFG Corporate Markets IR Pty Limited (“MUFG”)**

- Address: Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Central, Hong Kong
- Tel: (852) 3953 7240
- Fax: (852) 3953 7299
- Email: mufgcm.md\_legend@mpms.mufg.com
- Office hours: 9:00 a.m. to 6:00 p.m. on Monday to Friday, excluding public holidays in Hong Kong

#### **Odysseus Capital**

- Address: Suite 7B, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong
- Tel: (852) 2153 3788
- Email: odyresearch@ody-capital.com
- Office hours: 9:00 a.m. to 6:00 p.m. on Monday to Friday, excluding public holidays in Hong Kong



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## **ACTIONS TO BE TAKEN**

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For the avoidance of doubt, Odysseus Capital and MUFG cannot and will not provide any advice on the merits or risks of the Proposal or the Scheme or give any financial or legal advice via the above designated hotlines. Odysseus Capital and MUFG will not provide any additional information not available in the public domain. If you are in doubt as to any aspect of this Scheme Document or action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

*In this Scheme Document, the following expressions have the meanings set out below unless the context requires otherwise:*

“acting in concert”	has the same meaning ascribed to it under the Takeovers Code, and “concert parties” shall be construed accordingly
“Adjusted NAV”	the adjusted unaudited consolidated net asset value attributable to equity holders of the Company as set out in the section headed “5. <i>Property Interests and Adjusted Net Asset Value</i> ” set out in Appendix I of this Scheme Document
“Announcement”	the joint announcement dated the Announcement Date and jointly issued by the Offeror and the Company in relation to the Proposal
“Announcement Date”	9 December 2025, being the date of the Announcement
“associate(s)”	has the same meaning ascribed to it under the Takeovers Code
“associated company(ies)”	has the same meaning ascribed to it under the Takeovers Code
“Applicable Laws”	with respect to any person, any laws, rules, regulations, guidelines, directives, treaties, judgements, decrees, orders or notices of any Authority that is applicable to such person
“Approvals”	licenses, approvals, permits, consents, permissions, clearances and registrations
“Audited NAV”	the audited consolidated net asset value attributable to owners of the Company
“Authority”	any relevant government, administrative or regulatory body, or court, tribunal, arbitrator or governmental agency or authority or department (including any relevant securities exchange) and whether supranational, national, regional or local
“Beneficial Owner”	any beneficial owner of the Shares whose Shares are registered in the name of a Registered Owner other than himself/herself/itself
“Board”	the board of Directors

“BVI”	the British Virgin Islands
“Business Day”	a day on which the Stock Exchange is open for the transaction of business
“Cancellation Price”	the cancellation price of HK\$0.133 per Scheme Share payable in cash by the Offeror to the Scheme Shareholders pursuant to the Scheme
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Participant”	a person admitted to participate in CCASS as a participant, including an Investor Participant
“Companies Act”	the Companies Act (2025 Revision) of the Cayman Islands, as consolidated and revised from time to time
“Company”	Legend Upstar Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 459)
“Condition(s)”	the condition(s) to the implementation of the Proposal and the Scheme, as set out in the section headed “5. <i>Conditions of the Proposal and the Scheme</i> ” in the Explanatory Memorandum set out in Part VI of this Scheme Document
“Court Hearing”	the hearing of the petition by the Grand Court to sanction the Scheme and to confirm the reduction of the share capital of the Company involved in the Scheme
“Court Meeting”	a meeting of the holders of Scheme Shares to be convened at the direction of the Grand Court to be held at 11:00 a.m. on Friday, 20 February 2026 at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong or any adjournment thereof, at which the Scheme (with or without modification) will be voted upon
“Director(s)”	the director(s) of the Company
“Disinterested Scheme Shareholders”	all Shareholder(s), other than the Offeror and the Offeror Concert Parties (if any)

“Effective Date”	the date on which the Scheme becomes effective in accordance with the Companies Act
“EGM”	an extraordinary general meeting of the Company to be held at 11:30 a.m. (or as soon as practicable after the conclusion or adjournment of the Court Meeting) on Friday, 20 February 2026 at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong or any adjournment thereof, for the purpose of approving all necessary resolutions for the implementation of the Proposal and the Scheme
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Explanatory Memorandum”	the explanatory memorandum in relation to the Scheme set out in Part VI of this Scheme Document
“Grand Court”	the Grand Court of the Cayman Islands
“Grand Court Rules”	the rules of the Grand Court (2023 Revision) as consolidated and revised from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office
“Independent Board Committee”	the independent committee of the Board comprising all the independent non-executive Directors, namely Mr. SHA Pau, Eric, Mr. WONG Chung Kwong and Mr. LI Wai Keung

“Independent Financial Adviser” or “Somerley Capital”	Somerley Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed, with the approval of the Independent Board Committee, to advise the Independent Board Committee in relation to the Proposal and the Scheme
“Investor Participant”	a person admitted to participate in CCASS as an investor participant
“Last Full Trading Day”	2 December 2025, being the last full trading day prior to the trading halt in the Shares on the Stock Exchange pending the publication of the Announcement
“Last Trading Day”	3 December 2025, being the last trading day immediately before the trading halt in the Shares on the Stock Exchange pending the publication of the Announcement
“Latest Practicable Date”	Friday, 23 January 2026, being the latest practicable date prior to the date of this Scheme Document for the purpose of ascertaining certain information contained in this Scheme Document
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time
“Long Stop Date”	30 June 2026 (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Grand Court on application of the Company may allow and in all cases, as permitted by the Executive)
“Luck Gain”	Luck Gain Holdings Limited, a company incorporated in the BVI with limited liability by shares which is directly and beneficially wholly-owned by Mr. Freddie Wong as at the Latest Practicable Date

“Meeting Record Date”	Friday, 20 February 2026, or such other date as shall be announced to the Shareholders, being the record date for the purpose of determining the entitlements of the holders of the Scheme Shares to attend and vote at the Court Meeting and the entitlement of the Shareholders to attend and vote at the EGM
“Mr. Alexander Wong”	Mr. WONG Alexander Yiu Ming, an executive Director and the son of Mr. Freddie Wong
“Mr. Freddie Wong”	Mr. WONG Kin Yip, Freddie, the Chairman of the Company and an executive Director and a director and the sole ultimate beneficial shareholder of the Offeror
“Ms. Angela Wong”	Ms. WONG Ching Yi, Angela, an executive Director, a director of the Offeror and the daughter of Mr. Freddie Wong
“Odysseus Capital”	Odysseus Capital Asia Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the financial adviser to the Offeror in respect of the Proposal
“Offer Period”	has the meaning given to it in the Takeovers Code, being the period commencing on 9 December 2025 (being the Announcement Date) until the latest of (i) the Effective Date; (ii) the date when the Scheme lapses; (iii) the time when the Offeror announces that the Scheme will not proceed; and (iv) the date when an announcement is made of the withdrawal of the Scheme
“Offeror”	Wealth Builder Holdings Limited, a company incorporated in the BVI with limited liability by shares which is indirectly and beneficially wholly-owned by Mr. Freddie Wong through Luck Gain as at the Latest Practicable Date
“Offeror Concert Parties”	any party(ies) acting in concert with the Offeror under the definition of “acting in concert” under the Takeovers Code including, for the avoidance of doubt, Mr. Freddie Wong, Mr. Alexander Wong, Ms. Tang Mei Lai, Metty and Ms. Angela Wong and Luck Gain

“Other CCASS Participant”	a broker, custodian, nominee or other relevant person who is, or has deposited the Shares with, a CCASS participant
“Proposal”	the proposal for the privatisation of the Company by the Offeror by way of the Scheme, and the withdrawal of listing of the Shares from the Stock Exchange, on the terms and subject to the Conditions set out in this Scheme Document
“Register”	the principal or branch register of members of the Company (as the case may be) in respect of the Shares
“Registered Owner”	any person (including without limitation a nominee, trustee, depositary or any other authorized custodian or third party) whose name is entered in the Register as the holder of the Share(s)
“Relevant Period”	the period commencing on 9 June 2025, being the date falling six (6) months prior to 9 December 2025 (being the Announcement Date and the commencement date of the Offer Period), and ending on and including the Latest Practicable Date
“Scheme”	a scheme of arrangement between the Company and the Scheme Shareholder under Section 86 of the Companies Act (subject to the Conditions) involving, among others, the cancellation and extinguishment of all the Scheme Shares and the restoration of the number of issued shares in the issued share capital of the Company to the number immediately before the cancellation and extinguishment of the Scheme Share
“Scheme Document”	this composite scheme document dated 28 January 2026 issued jointly by the Offeror and the Company to the Shareholders, including each of the letters, statements, appendices and notices herein

“Scheme Record Date”	Friday, 20 March 2026 (or such other date as may be announced to the Shareholders), being the record date for the purpose of determining entitlements of the Scheme Shareholders to the Cancellation Price upon the Scheme becoming effective
“Scheme Share(s)”	Share(s) in issue on the Scheme Record Date other than those held by the Offeror and the Offeror Concert Parties (if any)
“Scheme Shareholder(s)”	the registered holder(s) of the Scheme Shares as at the Scheme Record Date
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) in the share capital of the Company
“Share Option(s)”	share option(s) granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 18 June 2020
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers as amended from time to time
“trading day”	a day on which the Stock Exchange is open for the business of dealings in securities



“US\$” United States dollar(s), the lawful currency of the United States of America

“%” per cent.

*All references in this Scheme Document to times and dates are references to Hong Kong times and dates, unless otherwise specified and other than references to the expected date of the Court Hearing and the Effective Date, which are the relevant dates in the Cayman Islands.*

*All percentages stated in this Scheme Document are approximations and certain amounts and percentage figures included in this Scheme Document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

*This Scheme Document and the accompanying forms of proxy are prepared in both English and Chinese. In the event of inconsistency, the English texts of the aforementioned documents shall prevail.*

*The following timetable takes into account the procedures of the Grand Court for the Scheme. The expected timetable is indicative only and is subject to change. Further announcement(s) will be made if there is any change to the following expected timetable.*

**Hong Kong date and time  
(unless otherwise specified)**

Date of despatch of this Scheme Document ..... Wednesday, 28 January 2026

Latest time for lodging transfers of Shares  
in order to qualify for entitlement to  
attend and vote at the Court Meeting  
and/or the EGM ..... 4:30 p.m. on Wednesday, 11 February 2026

Closure of the Register for determining the  
entitlements of the holders of the Scheme Shares to attend and  
vote at the Court Meeting, and for determining  
the entitlements of the Shareholders  
to attend and vote at the EGM (*Note 1*) ..... from Thursday, 12 February 2026  
to Friday, 20 February 2026  
(both days inclusive)

Latest time for lodging forms of proxy in respect of (*Note 2*):

- the Court Meeting ..... 11:00 a.m. on Wednesday, 18 February 2026
- the EGM ..... 11:30 a.m. on Wednesday, 18 February 2026

Meeting Record Date ..... Friday, 20 February 2026

Court Meeting (*Note 3*) ..... 11:00 a.m. on Friday, 20 February 2026

EGM (*Note 3*) ..... 11:30 a.m. on Friday, 20 February 2026  
(or as soon as practicable after the conclusion or  
adjournment of the Court Meeting)

Announcement of the results  
of the Court Meeting  
and the EGM (*Note 8*) ..... no later than 7:00 p.m. on Friday, 20 February 2026

Expected last day for trading in the Shares  
on the Stock Exchange ..... Friday, 27 February 2026

Latest time for lodging transfers of  
Shares in order to qualify for entitlements  
under the Scheme ..... 4:30 p.m. on Tuesday, 10 March 2026

Closure of the Register for determining  
the entitlements under  
the Scheme (*Note 4*) ..... from Wednesday, 11 March 2026 onwards

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**PART II**

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**EXPECTED TIMETABLE**

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Court Hearing . . . . . Friday, 13 March 2026 (Cayman Islands time)

Announcement of the (1) results of the Court Hearing,  
(2) the expected Effective Date and (3) the expected date  
of withdrawal of the listing of the Shares on the  
Stock Exchange . . . . . no later than 8:30 a.m. on Monday, 16 March 2026

Scheme Record Date . . . . . Friday, 20 March 2026

Effective Date (*Note 5*) . . . . . Friday, 20 March 2026  
(Cayman Islands time)

Announcement of (1) the Effective Date and  
(2) the expected date of withdrawal of the listing  
of the Shares on the Stock Exchange . . . . . no later than 8:30 a.m. on  
Monday, 23 March 2026

Withdrawal of the listing of the Shares  
on the Stock Exchange  
becomes effective (*Note 6*) . . . . . 4:00 p.m. on Tuesday, 24 March 2026

Latest date to despatch cheques for payment of  
the Cancellation Price to the Scheme Shareholders (*Notes 7, 8*) . . . on or before Tuesday,  
31 March 2026

*Notes:*

- (1) The Register will be closed during such period for the purpose of determining the entitlements of the holders of the Scheme Shares to attend and vote at the Court Meeting and of the Shareholders to attend and vote at the EGM. For the avoidance of doubt, this book closure period is not for determining the entitlements of the holders of the Scheme Shares under the Scheme.
- (2) Forms of proxy should be lodged with the office of the Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than the time and date stated above. In order to be valid, the **pink** form of proxy for the Court Meeting and the **white** form of proxy for the EGM must be lodged no later than the latest times and date stated above. If the **pink** form of proxy is not so lodged, it may alternatively be handed to the chairman of the Court Meeting before the taking of the poll, who shall have absolute discretion as to whether or not to accept it.

Completion and return of a form of proxy for the Court Meeting or the EGM will not preclude a holder of Scheme Shares and a Shareholder, respectively, from attending the relevant meeting and voting in person. In the event that the holder of Scheme Shares or the Shareholder attends and votes at the relevant meeting or any adjournment thereof after having lodged his/her/its form of proxy, the returned form of proxy shall be deemed to have been revoked.

- (3) The Court Meeting and the EGM will be held at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong at the times and date specified above. Please see the Notice of Court Meeting and the Notice of EGM set out in Appendices VII and VIII to this Scheme Document, respectively, for details. If there is any severe weather condition in force at or after 8:00 a.m. on Friday, 20 February 2026 and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on Friday, 20 February 2026 that any of those warnings is to be issued within the next two hours, the Court Meeting and the EGM shall automatically be postponed to the next Business Day which does not have any of those warning in force between the hours from 8:00 a.m. to 11:00 a.m. and in such case the Court Meeting shall be held at 11:00 a.m. and the EGM shall be held at 11:30 a.m. (or as soon as practicable after the conclusion or adjournment

of the Court Meeting) on that Business Day at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong. For the avoidance of doubt, the Court Meeting and the EGM will be held as scheduled even when a tropical cyclone warning signal No. 3 or below is hoisted or an amber or red rainstorm warning signal is in force. Holders of Scheme Shares (in the case of Court Meeting) and Shareholders (in the case of EGM) should make their own decision as to whether to attend the Court Meeting or the EGM (as the case may be) under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.

For the purpose of this Scheme Document, “severe weather” refers to the scenario where a tropical cyclone warning signal number 8 or above is hoisted, a black rainstorm warning and/or the “Extreme Conditions” warning as announced by the Hong Kong Government is/are in force in Hong Kong.

- (4) The Register will be closed during such period for the purposes of determining the Scheme Shareholders who are qualified for entitlements under the Scheme.
- (5) The Scheme will become effective upon all the Conditions set out in the paragraph headed “5. *Conditions of the Proposal and the Scheme*” in the Explanatory Memorandum in Part VI of this Scheme Document having been fulfilled or waived (as applicable).
- (6) If the Scheme becomes effective on Friday, 20 March 2026 (Cayman Islands time), it is expected that the listing of the Shares on the Stock Exchange will be withdrawn at 4:00 p.m. on Tuesday, 24 March 2026.
- (7) Cheques for payment of the Cancellation Price to the Scheme Shareholders whose names appear on the Register as at the Scheme Record Date will be despatched as soon as possible but in any event no later than seven (7) Business Days after the Effective Date by ordinary post in postage pre-paid envelopes addressed to the person(s) entitled thereto at their respective registered addresses or, in the case of joint holders, to the registered address of that joint holder whose name then stands first in the Register in respect of the joint holding. For Beneficial Owners that hold Scheme Shares through a nominee (other than HKSCC Nominees), cheques issued in the name of the nominee will be sent by post in pre-paid envelopes addressed to the nominee.

All such cheques will be posted at the risk of the persons entitled thereto and none of the Offeror, the Offeror Concert Parties, the Company, Odysseus Capital, Somerley Capital and the Hong Kong Branch Share Registrar and their respective beneficial owners, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible for any loss or delay in transmission.

- (8)
  - (a) In respect of the submission and publication deadlines for the announcement of the results of the Court Meeting and the EGM as required under Rule 19.1 of the Takeovers Code, (i) if any severe weather condition is in force at any time during or after the conclusion of the Court Meeting or EGM on that day or (ii) the Hong Kong Observatory has announced at any time during or after the conclusion of the Court Meeting or EGM on that day, that any of those warnings is to be issued within the next two hours, such deadlines will be postponed to the same time on the next Business Day which does not have any of those warnings in force or such other day or time as the Executive may approve in accordance with the Takeovers Code.
  - (b) In respect of the deadline to despatch cheques for payment of the Cancellation Price under Rule 20.1 of the Takeovers Code:
    - (i) if any severe weather condition is in force at any time before 12:00 noon but no longer in force at or after 12:00 noon on that Business Day, such date will remain on the same Business Day; or
    - (ii) if any severe weather condition is in force at any time at or after 12:00 noon on that Business Day, such date will be postponed to the next Business Day which does not have any of those warnings in force at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.



**Legend Upstar Holdings Limited**

**駿 聯 控 股 有 限 公 司**

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

**(Stock Code: 459)**

*Executive Director:*

Mr. WONG Kin Yip, Freddie (*Chairman*)

Ms. WONG Ching Yi, Angela

Mr. WONG Alexander Yiu Ming

*Independent Non-executive Directors:*

Mr. SHA Pau, Eric

Mr. WONG Chung Kwong

Mr. LI Wai Keung

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Rooms 2505-8, 25th Floor,

World-Wide House,

19 Des Voeux Road Central,

Hong Kong

28 January 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSAL FOR THE PRIVATISATION OF  
LEGEND UPSTAR HOLDINGS LIMITED  
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING**

**INTRODUCTION**

Reference is made to the Announcement.

On 3 December 2025, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of the Scheme, being a scheme of arrangement under Section 86 of the Companies Act, which, if approved and implemented, would result in the Company becoming wholly-owned by the Offeror and the withdrawal of listing of the Shares from the Stock Exchange.

The purpose of this Scheme Document is to provide you with further information regarding the Proposal and, in particular, the Scheme and to give you notices of the Court Meeting and the EGM (together with proxy forms in relation thereto).

Your attention is also drawn to (i) the letter from the Independent Board Committee set out in Part IV of this Scheme Document; (ii) the letter from the Independent Financial Adviser set out in Part V of this Scheme Document; (iii) the Explanatory Memorandum set out in Part VI of this Scheme Document; (iv) the terms of the Scheme set out Appendix VI to this Scheme Document; and (v) other appendices to this Scheme Document.

### **TERMS OF THE PROPOSAL**

As at the Latest Practicable Date, (i) the issued share capital of the Company comprises 1,805,282,608 Shares; (ii) the Offeror held 1,132,553,428 Shares, representing approximately 62.74% of the issued Shares; and (iii) the Scheme Shareholders hold 672,729,180 Shares, representing approximately 37.26% of the issued Shares.

Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong will not form part of the Scheme Shares. Other than the Shares held by the Offeror, the Offeror Concert Parties do not hold or (except for Mr. Freddie Wong) beneficially own any Shares.

As at the Latest Practicable Date, there were 54,000,000 outstanding Share Options with an exercise price of HK\$0.128 per Share held by the Offeror Concert Parties, among which (i) 18,000,000 Share Options are held by Mr. Freddie Wong; (ii) 18,000,000 Share Options are held by Mr. Alexander Wong; and (iii) 18,000,000 Share Options are held by Ms. Angela Wong. Save as disclosed in this paragraph, there are no other outstanding options, warrants, derivatives or securities convertible into Shares as at the Latest Practicable Date. The holders of the outstanding Share Options, all being Offeror Concert Parties, have indicated they will not exercise their respective Share Options during the offer period applicable under the Scheme and require no option offer to be extended to them pursuant to Rule 13 of the Takeovers Code. Pursuant to the terms of the Share Option Scheme, the Share Options will lapse automatically upon the Scheme becoming effective.

If the Proposal is approved and implemented:

- (a) all the Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished on the Effective Date in exchange for the payment by the Offeror to the Scheme Shareholders of the Cancellation Price of HK\$0.133 in cash for each Scheme Share;
- (b) upon the cancellation and extinguishment of the Scheme Shares, the issued share capital of the Company will be increased to its former amount by the issuance to the Offeror, credited as fully paid, of the same number of new Shares as the number of Scheme Shares cancelled and extinguished. The reserve created in the Company's books of account as a result of any reduction in issued share capital will be applied to the paying up in full of the new Shares so issued, credited as fully paid, to the Offeror; and

- (c) the listing of the Shares on the Stock Exchange will be withdrawn with effect after the Effective Date.

### **Cancellation Price**

Under the Scheme, the Cancellation Price will be in the amount of HK\$0.133 per Scheme Share, which amount will be payable by the Offeror to the Scheme Shareholders in the form of cash.

As at the Latest Practicable Date, (i) the Company has not announced or declared any dividend, distribution or other return of capital which remains unpaid; and (ii) the Company does not intend to announce, declare, or pay any dividend, distribution or other return of capital on or before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

### **Comparison of value**

The Cancellation Price of HK\$0.133 per Scheme Share represents:

- (i) a premium of approximately 10.83% over the closing price of HK\$0.12 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a premium of approximately 77.33% over the closing price of HK\$0.075 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a premium of approximately 77.33% over the closing price of HK\$0.075 per Share as quoted on the Stock Exchange on the Last Full Trading Day;
- (iv) a premium of approximately 79.25% over the average closing price of approximately HK\$0.074 per Share based on the daily closing prices as quoted on the Stock Exchange for the 5 trading days up to and including the Last Full Trading Day;
- (v) a premium of approximately 80.22% over the average closing price of approximately HK\$0.074 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 trading days up to and including the Last Full Trading Day;
- (vi) a premium of approximately 75.23% over the average closing price of approximately HK\$0.076 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Full Trading Day;
- (vii) a premium of approximately 71.86% over the average closing price of approximately HK\$0.077 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Full Trading Day;

- (viii) a premium of approximately 69.88% over the average closing price of approximately HK\$0.078 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Full Trading Day;
- (ix) a discount of approximately 78.34% to the audited consolidated net asset value per Share attributable to the equity holders of the Company of approximately HK\$0.614 as at 31 December 2024 (calculated based on the audited consolidated net asset value of the Company attributable to the equity holders of the Company of approximately HK\$1,108,593,000 as at 31 December 2024 and 1,805,282,608 Shares in issue as at the Latest Practicable Date);
- (x) a discount of approximately 77.65% to the unaudited consolidated net asset value per Share attributable to the equity holders of the Company of approximately HK\$0.595 as at 30 June 2025 (calculated based on the unaudited consolidated net asset value of the Company attributable to the equity holders of the Company of approximately HK\$1,074,320,000 as at 30 June 2025 and 1,805,282,608 Shares in issue as at the Latest Practicable Date); and
- (xi) a discount of approximately 76.08% to the Adjusted NAV attributable to the Shareholders per Share of approximately HK\$0.556. The Adjusted NAV is calculated by taking into account the effect of the valuation of the property interest attributable to the Group as of 30 November 2025. For details of Adjusted NAV, please refer to the section headed “5. *Property Interests and Adjusted Net Asset Value*” set out in Appendix I to this Scheme Document.

**Regarding the fairness and reasonableness of the Cancellation Price, notwithstanding its discount to the Company’s Adjusted NAV, Shareholders are also strongly urged to read carefully below in this section, the section headed “4. *Reasons for and Benefits of the Proposal*” set out in the Explanatory Memorandum in Part VI of this Scheme Document, the advice of the Independent Financial Adviser set out in Part V of this Scheme Document and the recommendations set out in the letter from the Independent Board Committee in Part IV of this Scheme Document.**

**The Cancellation Price is final and will not be adjusted. The Offeror will not increase the Cancellation Price and does not reserve the right to do so. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Cancellation Price.**

The Cancellation Price has been determined by the Offeror after taking into account factors illustrated below including the prevailing net losses suffered by the Group, the continued trend of fair value loss from the revaluation of the Group’s investment properties, the historical market prices for the Shares which have traded consistently below the Company’s consolidated net asset value, the relatively illiquid nature of the principal assets, comprising the majority of such net asset value, which limits the Company’s ability to readily realise them at their full value, and the factors set out in the section headed “4. *Reasons for and benefits of the Proposal*” below, with reference to the pricing premium in comparable privatisation transactions in recent years.



The Group has shown an increasing trend of fair value loss on investment properties each year, increasing from HK\$11.3 million (FY2022) to HK\$26.7 million (FY2023) and further to HK\$53.9 million (FY2024), finally amounting to HK\$47.2 million for the six months ended 30 June 2025, representing approximately 80% of the total fair value loss recorded in FY2024. In addition, based on the valuation report of the Group's investment properties conducted by an independent property valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, a further fair value loss of approximately HK\$69.8 million was identified for the period from July to November 2025 after the publication of the interim report for the period ended 30 June 2025. This brings the total fair value loss for the eleven months ended 30 November 2025 to approximately HK\$117 million which well exceeds the sum of the total fair value losses recorded from the three financial years from 2022 to 2024. Such trend of fair value loss was assessed by the independent property valuer and is consistent with the Government statistics on price indices of private office and retail premises showed continuous downward adjustments throughout the eleven months ended 30 November 2025.

The Group's revenue decreased from HK\$450.1 million (FY2022) to HK\$397.1 million (FY2023) and further decreased to HK\$356.9 million (FY2024), despite the revenue for the first half of 2025 saw a slight increase to HK\$240.5 million. With continued increase in fair value loss on investment properties recognized, the Company has exhibited persistent losses attributable to equity holders, from HK\$3.69 million (FY2022) to HK\$0.733 million (FY2023) and deteriorating to HK\$26.0 million (FY2024) and HK\$33.3 million for the six months ended 30 June 2025. Reference is also made to the Company's profit warning announcement dated 30 December 2025 and the profit warning statement as disclosed in the section headed "*4. Material Change*" in Appendix I of this Scheme Document. The Company did not declare any dividends in the past three financial years.

The Independent Board Committee, having considered the terms of the Proposal, the factors set out above, the factors set out in the section headed "*4. Reasons for and Benefits of the Proposal*" in the Explanatory Memorandum in Part VI of this Scheme Document and having taken into account the advice of the Independent Financial Adviser set out in Part V of this Scheme Document, and in particular the reasons and recommendations set out in its letter, considers that the Proposal and the Scheme (including the Cancellation Price notwithstanding its discount to the Company's net asset value) are fair and reasonable to the Disinterested Scheme Shareholders and recommends the Disinterested Scheme Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme. The recommendations of the Independent Board Committee in respect of the Proposal and the Scheme are set out in the letter from the Independent Board Committee to the Disinterested Scheme Shareholders in Part IV of this Scheme Document.

### **Highest and lowest prices**

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.123 per Share on 11 December 2025, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.071 per Share on 26 November 2025.

**FINANCIAL RESOURCES**

On the basis of the Cancellation Price of HK\$0.133 per Scheme Share and 672,729,180 Scheme Shares in issue as at the Latest Practicable Date, and assuming that there is no change in the shareholding of the Company before the Scheme Record Date, the maximum amount of cash consideration required for the cancellation and extinguishment of the Scheme Shares is approximately HK\$89,472,981.

The Offeror intends to finance the cash requirement for the Proposal through its internal financial resources.

Odysseus Capital has been appointed as the financial adviser to the Offeror in respect of the Proposal, and is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the maximum amount of cash consideration required to implement the Proposal.

**CONDITIONS OF THE PROPOSAL AND THE SCHEME**

The Proposal and the Scheme will only become effective and binding on the Company and all of the Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions as described in the section headed “5. *Conditions of the Proposal and the Scheme*” in the Explanatory Memorandum in Part VI of this Scheme Document, on or before the Long Stop Date.

If the Scheme is approved by the Scheme Shareholders and sanctioned by the Grand Court, all requirements of the Companies Act are complied with, and all other Conditions are fulfilled or waived (as the case may be), the Scheme will be binding on the Company and all the Scheme Shareholders, irrespective of whether or not they have attended or voted at the Court Meeting and/or the EGM.

**If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under Rule 31.1 of the Takeovers Code on the Offeror making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.**

Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme are subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented, and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action should consult a licensed securities dealer or registered institution in securities, stockbroker, bank manager, solicitor, professional accountant or other professional advisers and obtain independent advice.

**SHAREHOLDING STRUCTURE OF THE COMPANY**

As at the Latest Practicable Date:

- (a) the issued share capital of the Company comprises 1,805,282,608 Shares, all of which are fully paid or credited as fully paid;
- (b) save for the 54,000,000 outstanding Share Options, among which (i) 18,000,000 Share Options are held by Mr. Freddie Wong; (ii) 18,000,000 Share Options are held by Mr. Alexander Wong; and (iii) 18,000,000 Share Options are held by Ms. Angela Wong, the Company has no outstanding options, warrants, derivatives, convertible securities or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company that carry a right to subscribe for or which are convertible into the Shares;
- (c) save for the 1,132,553,428 Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong (representing approximately 62.74% of the issued share capital of the Company), none of the Offeror and the Offeror Concert Parties (except for Mr. Freddie Wong) beneficially owns, controls or has direction over any Shares;
- (d) the Scheme Shares comprise a total of 672,729,180 Shares held or beneficially owned by the Scheme Shareholders, representing approximately 37.26% of the issued share capital of the Company;
- (e) neither the Offeror nor the Offeror Concert Parties have entered into any outstanding derivative in respect of the securities in the Company; and
- (f) neither the Offeror nor the Offeror Concert Parties have borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong will not form part of the Scheme Shares. Other than the Shares held by the Offeror, the Offeror Concert Parties do not hold or (except for Mr. Freddie Wong) beneficially own any Shares.

Upon the Scheme becoming effective, the Offeror will directly hold 100% of the issued share capital of the Company.

The table setting out the shareholding structure of the Company as at the Latest Practicable Date and immediately upon the Scheme becoming effective is set out in the section headed “6. *Shareholding Structure of the Company*” in the Explanatory Memorandum in Part VI of this Scheme Document.

**REASONS FOR AND BENEFITS OF THE PROPOSAL**

You are urged to read carefully the section headed “4. *Reasons for and Benefits of the Proposal*” set out in the Explanatory Memorandum in Part VI of this Scheme Document.

**INFORMATION ON THE GROUP**

Your attention is drawn to Appendix I of this Scheme Document, and the section headed “*10. Information on the Group*” in the Explanatory Memorandum in Part VI of this Scheme Document.

**THE INTENTION OF THE OFFEROR IN RELATION TO THE GROUP**

Your attention is drawn to the section headed “*11. The Intention of the Offeror in relation to the Group*” in the Explanatory Memorandum in Part VI of this Scheme Document.

The Board is pleased to note that as at the Latest Practicable Date, the Offeror had no intention, upon the Scheme becoming effective, to make any material changes to the existing businesses and/or material disposal or redeployment of assets of the Group, or to make any significant changes to the continued employment of employees of the Group as a result of the implementation of the Proposal other than any change which the Group may from time to time implement in the ordinary course of business.

**THE INDEPENDENT BOARD COMMITTEE**

An Independent Board Committee, which comprises all the independent non-executive Directors who have no direct or indirect interest in the Proposal, namely Mr. SHA Pau, Eric, Mr. WONG Chung Kwong and Mr. LI Wai Keung, has been established by the Board to advise the Disinterested Scheme Shareholders in connection with the Proposal and the Scheme, and in particular as to (i) whether the Proposal and the Scheme are fair and reasonable; and (ii) voting in respect of the Scheme at the Court Meeting and the EGM.

The full text of the letter from the Independent Board Committee is set out in Part IV of this Scheme Document.

**INDEPENDENT FINANCIAL ADVISER**

The Company has, with the approval of the Independent Board Committee, appointed Somerley Capital as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal and the Scheme.

The full text of the letter from the Independent Financial Adviser is set out in Part V of this Scheme Document.

**INFORMATION ON THE OFFEROR AND THE OFFEROR CONCERT PARTIES**

Your attention is drawn to the section headed “*7. Information on the Offeror and the Offeror Concert Parties*” in the Explanatory Memorandum in Part VI of this Scheme Document.

**OVERSEAS SCHEME SHAREHOLDERS**

If you are an overseas holder of the Scheme Shares, your attention is drawn to the section headed “*14. Overseas Scheme Shareholders*” in the Explanatory Memorandum in Part VI of this Scheme Document.

**COURT MEETING AND EGM**

For the purpose of exercising your right to vote at the Court Meeting and the EGM, you are requested to read carefully the section headed “*18. Court Meeting and EGM*” in the Explanatory Memorandum in Part VI of this Scheme Document, the section headed “*19. Actions to be Taken*” in the Explanatory Memorandum in Part VI of this Scheme Document, and the notices of the Court Meeting and the EGM in Appendix VII and Appendix VIII respectively of this Scheme Document.

**VOTING AT THE COURT MEETING AND THE EGM**

All Scheme Shareholders will be entitled to attend and vote on the Scheme at the Court Meeting.

As at the Latest Practicable Date, (i) the Offeror (which is beneficially owned by Mr. Freddie Wong) owned, controlled or had direction over 1,132,553,428 Shares, representing approximately 62.74% of the issued Shares; and (ii) the Offeror Concert Parties do not hold any Shares. Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong will not form part of the Scheme Shares and will not be cancelled upon the Scheme becoming effective.

None of the Shares beneficially owned or held by the Offeror will be voted at the Court Meeting. The Offeror will procure that any Shares in respect of which it is beneficially interested will not be represented or voted at the Court Meeting. The Offeror and the Offeror Concert Parties will undertake to the Grand Court that they will be bound by the Scheme and will execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by each of them for the purpose of giving effect to this Scheme.

All Shareholders will be entitled to vote on (i) the special resolution to be proposed at the EGM to approve and give effect to the reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares; and (ii) the ordinary resolution to be proposed at the EGM to increase the issued share capital of the Company to the amount prior to the cancellation and extinguishment of the Scheme Shares by issuing to the Offeror such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme and the application of the credit arising in the Company’s books of accounts as a result of the cancellation and extinguishment of the Scheme Shares in paying up in full at par value the new Shares issued to the Offeror.

The Offeror has indicated that, if the Scheme is approved at the Court Meeting, the Offeror will vote in favour of the resolution(s) to be proposed at the EGM.

**ACTIONS TO BE TAKEN**

The actions which you are required to take in relation to the Proposal are set out under the section headed “Actions to be Taken” on pages 1 to 7 and the section headed “19. *Actions to be Taken*” in the Explanatory Memorandum in Part VI of this Scheme Document.

**SHARE CERTIFICATES, DEALINGS, LISTING, REGISTRATION AND PAYMENT**

Upon the Scheme becoming effective, all Scheme Shares will be cancelled and the share certificates for the Scheme Shares will thereafter cease to have effect as documents or evidence of title. In that case, the Company does not intend to maintain its listing on the Stock Exchange and will make an application for the listing of the Shares to be withdrawn from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, with effect after the Effective Date. The Shareholders will be notified by way of an announcement of the exact dates of the last day for dealing in the Shares and the day on which the Scheme and the withdrawal of listing of the Shares on the Stock Exchange will become effective. An indicative expected timetable in relation to the Proposal is included in Part II of this Scheme Document.

Subject to the requirements of the Takeovers Code, the Proposal will lapse if any of the Conditions described in the section headed “5. *Conditions of the Proposal and the Scheme*” in the Explanatory Memorandum set out in Part VI of this Scheme Document has not been fulfilled or waived, as applicable, on or before the Long Stop Date.

If the Scheme is withdrawn or is not approved at the Court Meeting or is not sanctioned by the Grand Court or does not become effective or the Proposal otherwise lapses, (a) the listing of the Shares on the Stock Exchange will not be withdrawn; (b) neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, except with the consent of the Executive, within 12 months thereafter, announce an offer or possible offer for the Company; and (c) the Company will publish an announcement to update the Shareholders in respect of the status of the Proposal.

Your attention is drawn to the sections headed “10. *Withdrawal of the Listing of the Shares*” and “13. *Registration and Payment*” in the Explanatory Memorandum set out in Part VI of this Scheme Document.

**TAXATION, EFFECTS AND LIABILITIES**

It is emphasized that none of the Offeror, the Offeror Concert Parties, the Company, Odysseus Capital, Somerley Capital and the Hong Kong Branch Share Registrar and any of their respective beneficial owners, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible or has any liability for any tax or other effects on, or liabilities of, any person or persons as a result of their approval or rejection, or the implementation, of the Proposal. You are urged to read the section entitled “15. *Taxation and Independent Advice*” in the Explanatory Memorandum set

out in Part VI of this Scheme Document and if you are in any doubt as to any aspect of this Scheme Document or as to the action to be taken, you should consult an appropriately qualified professional adviser.

### **PROFIT WARNING OF THE COMPANY**

Reference is made to the profit warning announcement of the Company dated 30 December 2025 made pursuant to Rule 13.09(1) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. The profit warning statement disclosed in the aforementioned profit warning announcement is regarded as profit forecast under Rule 10 of the Takeovers Code and is required to be reported on in accordance with Rule 10.4 of the Takeovers Code. Please refer to Appendices IV and V to this Scheme Document for the letter from PricewaterhouseCoopers and the letter from Somerley Capital respectively.

### **RECOMMENDATION**

Your attention is drawn to the recommendations of the Independent Board Committee in respect of the Proposal and the Scheme as set out in the letter from the Independent Board Committee to the Disinterested Scheme Shareholders in Part IV of this Scheme Document.

Your attention is also drawn to the recommendation of the Independent Financial Adviser to the Independent Board Committee, in respect of the Proposal and the Scheme as set out in Part V of this Scheme Document.

### **FURTHER INFORMATION**

You are urged to read carefully the letters from the Independent Board Committee and from the Independent Financial Adviser, as set out in Part IV and Part V of this Scheme Document, respectively, the Explanatory Memorandum as set out in Part VI of this Scheme Document, the property valuation report as set out in Appendix II to this Scheme Document, the terms of the Scheme as set out in Appendix VI to this Scheme Document, the notice of the Court Meeting as set out in Appendix VII to this Scheme Document, the notice of the EGM as set out in Appendix VIII to this Scheme Document and the other appendices to this Scheme Document. In addition, a **pink** form of proxy for the Court Meeting and a **white** form of proxy for the EGM are enclosed with this Scheme Document.

By order of the Board  
**Legend Upstar Holdings Limited**  
**MUI Ngar May, Joel**  
*Company Secretary*



**Legend Upstar Holdings Limited****駿 聯 控 股 有 限 公 司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 459)**

28 January 2026

*To the Disinterested Scheme Shareholders*

Dear Sir or Madam,

**(1) PROPOSAL FOR THE PRIVATISATION OF  
LEGEND UPSTAR HOLDINGS LIMITED  
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING**

**INTRODUCTION**

We refer to the composite scheme document dated 28 January 2026 jointly issued by the Offeror and the Company in relation to the Proposal (the “**Scheme Document**”), of which this letter forms part. Terms defined in this Scheme Document shall have the same meanings in this letter unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to make a recommendation to the Disinterested Scheme Shareholders in respect of the Proposal and the Scheme, details of which are set out in the Letter from the Board and the Explanatory Memorandum as set out in Part III and Part VI of this Scheme Document, respectively.

Somerley Capital, the Independent Financial Adviser, has been appointed with our approval, to advise us in connection with the Proposal and the Scheme. The details of its advice and the principal factors taken into consideration in arriving at its recommendations are set out in the letter from the Independent Financial Adviser as set out in Part V of this Scheme Document.

In the letter from the Independent Financial Adviser as set out in Part V of this Scheme Document, the Independent Financial Adviser states that it considers that the Proposal and the Scheme are fair and reasonable to the Disinterested Scheme Shareholders, and advises the Independent Board Committee to recommend the Disinterested Scheme Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme.



**RECOMMENDATION**

The Independent Board Committee, having considered the terms of the Proposal, and having taken into account the advice of the Independent Financial Adviser, and in particular the factors, reasons and recommendations set out in its letter, considers that the Proposal and the Scheme are fair and reasonable to the Disinterested Scheme Shareholders. Accordingly, the Independent Board Committee recommends the Disinterested Scheme Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme.

The Independent Board Committee draws the attention of the Disinterested Scheme Shareholders to (i) the letter from the Board set out in Part III of this Scheme Document; (ii) the letter from the Independent Financial Adviser set out in Part V of this Scheme Document, which sets out the factors and reasons taken into account in arriving at its recommendations to the Independent Board Committee; (iii) the Explanatory Memorandum set out in Part VI of this Scheme Document; and (iv) the property valuation report as set out in Appendix II to this Scheme Document.

**Shareholders and potential investors should be aware that, if approved, the Scheme will be binding on all the Scheme Shareholders, irrespective of whether or not they have attended or voted at the Court Meeting and/or the EGM.**

Yours faithfully,  
**The Independent Board Committee**

**Mr. SHA Pau, Eric**  
*Independent Non-executive Director*

**Mr. WONG Chung Kwong**  
*Independent Non-executive Director*

**Mr. LI Wai Keung**  
*Independent Non-executive Director*

*Set out below is the text of a letter of advice from the Independent Financial Adviser, Somerley Capital Limited, to the Independent Board Committee, which has been prepared for the purpose of inclusion in this Scheme Document.*



**SOMERLEY CAPITAL LIMITED**

20th Floor

China Building

29 Queen's Road Central

Hong Kong

28 January 2026

*To: the Independent Board Committee*

Dear Sirs,

**(1) PROPOSAL FOR THE PRIVATISATION OF  
LEGEND UPSTAR HOLDINGS LIMITED  
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING**

**INTRODUCTION**

We refer to our appointment to advise the Independent Board Committee in connection with the Proposal and the Scheme, details of which are set out in the Scheme Document dated 28 January 2026, of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Scheme Document unless the context otherwise requires.

On 9 December 2025, the Offeror and the Company jointly announced that the Offeror requested the Board to put forward a proposal to the Scheme Shareholders for the proposed privatisation of the Company by way of a scheme of arrangement under Section 86 of the Companies Act and the withdrawal of the listing of the Shares on the Stock Exchange. If the Proposal is approved and implemented, all the Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished on the Effective Date, in exchange for the payment by the Offeror to the Scheme Shareholders of the Cancellation Price of HK\$0.133 in cash for each Scheme Share.

Upon the Scheme becoming effective, the Company will become a wholly-owned subsidiary of the Offeror. It is intended that the listing of the Shares on the Stock Exchange will be withdrawn with effect after the Effective Date.

An Independent Board Committee, which comprises all the independent non-executive Directors who have no direct or indirect interest in the Proposal, namely Mr. SHA Pau, Eric, Mr. WONG Chung Kwong and Mr. LI Wai Keung, has been established by the Board to

advise the Disinterested Scheme Shareholders in connection with the Proposal and the Scheme, and in particular as to (i) whether the Proposal and the Scheme are fair and reasonable; and (ii) voting in respect of the Scheme at the Court Meeting and the EGM. With the approval of the Independent Board Committee, we have been appointed as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal and the Scheme.

We are not associated with the Company, the Offeror or their respective substantial shareholders or any party acting, or presumed to be acting, in concert with any of them and, accordingly, are considered eligible to give independent advice on the Proposal and the Scheme. In the past two years prior to this appointment, we did not act as financial adviser to or agent for the Company, the Offeror or their respective substantial shareholders or any party acting, or presumed to be acting, in concert with any of them. Apart from normal professional fees paid or payable to us in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Company, the Offeror or their respective substantial shareholders or any party acting, or presumed to be acting, in concert with any of them.

In formulating our opinion and recommendation, we have relied on the information and facts supplied, and the opinions expressed, by the executive directors and management of the Company, which we have assumed to be true, accurate and complete in all material respects as at the Latest Practicable Date and will remain so up to the time of the Court Meeting and the EGM. We have reviewed (i) the annual reports of the Company for the years ended 31 December 2023 and 2024, and the interim report of the Company for the six months ended 30 June 2025; (ii) the valuation report prepared by Jones Lang LaSalle Corporate Appraisal and Advisory Limited (the “**Property Valuer**”) on the property interests of the Group as at 30 November 2025 (the “**Property Valuation Report**”) as set out in Appendix II to the Scheme Document; (iii) the trading performance of the Shares on the Stock Exchange in recent years; and (iv) other relevant information contained in the Scheme Document. We have discussed with an executive director (who acted on behalf of the Board) the statements set out in the section headed “4. Material Change” in Appendix I to the Scheme Document that, save as disclosed in that section, there had been no material change in the financial or trading position or outlook of the Group since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up, and up to and including the Latest Practicable Date.

We have sought and received confirmation from the Directors that all material information has been supplied to us and that no material facts have been omitted from the information supplied and opinions expressed to us. We consider that the information which we have received is sufficient for us to reach our opinion and recommendation as set out in this letter and to justify our reliance on such information. We have no reason to doubt the truth and accuracy of the information provided to us or to believe that any material facts has been omitted or withheld. We have, however, not conducted any independent investigation into the business and affairs of the Group, the Offeror, or any of their respective associates or any party acting, or presumed to be acting, in concert with any of them, nor have we carried out any independent verification of the information supplied. We have also assumed

that all representations contained or referred to in the Scheme Document are true as at the Latest Practicable Date. Shareholders will be informed as soon as possible if we become aware of any material change to such representations.

We have not considered the tax and regulatory implications as regards the Proposal and the Scheme since these depend on individual circumstances. In particular, the Disinterested Scheme Shareholders who are overseas residents or subject to overseas taxation or Hong Kong taxation on securities dealings should consider their own tax positions and, if in any doubt, should consult their own professional advisers.

## **PRINCIPAL TERMS OF THE PROPOSAL**

The principal terms of the Proposal are summarised below. The Scheme Shareholders are urged to read the relevant sections in the Scheme Document and its appendices in full.

### **The Proposal**

As stated in the section headed “1. Introduction” in the Explanatory Memorandum as contained in the Scheme Document, if the Proposal is approved and implemented:

- (a) all the Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished on the Effective Date in exchange for the payment by the Offeror to the Scheme Shareholders of the Cancellation Price of HK\$0.133 in cash for each Scheme Share;
- (b) upon the cancellation and extinguishment of the Scheme Shares, the issued share capital of the Company will be increased to its former amount by the issuance to the Offeror, credited as fully paid, of the same number of new Shares as the number of Scheme Shares cancelled and extinguished. The reserve created in the Company’s books of account as a result of any reduction in issued share capital will be applied to the paying up in full of the new Shares so issued, credited as fully paid, to the Offeror; and
- (c) the listing of the Shares on the Stock Exchange will be withdrawn with effect after the Effective Date.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,805,282,608 Shares, out of which (i) the Offeror held 1,132,553,428 Shares, or approximately 62.74% of the issued Shares; and (ii) the Scheme Shareholders held 672,729,180 Shares, or approximately 37.26% of the issued Shares. Other than the Shares held by the Offeror, which will not form part of the Scheme Shares, the Offeror Concert Parties do not hold or beneficially own any Shares.

Save as the 54,000,000 outstanding Share Options with an exercise price of HK\$0.128 per Share held by the Offeror Concert Parties, there were no other outstanding options, warrants, derivatives or securities convertible into Shares as at the Latest Practicable Date. The holders of the outstanding Share Options, all being Offeror Concert Parties, have indicated that they will not exercise their respective Share Options during the offer period

applicable under the Scheme and require no option offer to be extended to them pursuant to Rule 13 of the Takeovers Code. Pursuant to the terms of the Share Option Scheme, the Share Options will lapse automatically upon the Scheme becoming effective.

As at the Latest Practicable Date, (i) the Company had not announced or declared any dividend, distribution or other return of capital which remains unpaid; and (ii) the Company did not intend to announce, declare, or pay any dividend, distribution or other return of capital on or before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

**The Cancellation Price is final and will not be adjusted. The Offeror will not increase the Cancellation Price and does not reserve the right to do so. Shareholders and potential investors of the Company should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Cancellation Price.**

As set out in the section headed “2. Terms of the Proposal” in the Explanatory Memorandum as contained in the Scheme Document, the Cancellation Price has been determined by the Offeror after taking into account factors including the prevailing net losses suffered by the Group and the continued trend of fair value loss from the revaluation of the Group’s investment properties as disclosed in the interim report of the Company for the six months ended 30 June 2025, and the factors set out in the section headed “4. Reasons for and benefits of the Proposal” in the Explanatory Memorandum, with reference to the pricing premium in comparable privatisation transactions in recent years. Please refer to our relevant analyses on the above in the sections below headed “3. Financial information and prospects of the Group”, “4(e) Property valuation and adjusted net asset value” and “4(g) Privatisation precedents”.

### **Conditions of the Proposal**

The Proposal and the Scheme will only become effective and binding on the Company and all of the Scheme Shareholders if the Conditions are fulfilled or waived (as applicable) on or before the Long Stop Date. A full set of the Conditions and the relevant details are set out in the section headed “5. Conditions of the Proposal and the Scheme” in the Explanatory Memorandum as contained in the Scheme Document. The main Conditions are as follows:

- (a) the approval of the Scheme (by way of poll) by the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting in accordance with the prevailing requirements of section 86 of the Companies Act as at the date of the Court Meeting;
- (b) the approval of the Scheme (by way of poll) at the Court Meeting by the Disinterested Scheme Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by the Disinterested Scheme Shareholders that are cast either in person or by proxy at the Court Meeting, and the number of votes cast by Disinterested Scheme Shareholders present and voting either in person or by

proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all Scheme Shares held by the Disinterested Scheme Shareholders;

- (c) (i) the passing of a special resolution by a majority of at least 75% of the votes cast by the Shareholders present and voting in person or by proxy at the EGM to approve and give effect to any reduction of the issued share capital of the Company as a result of cancelling and extinguishing the Scheme Shares and (ii) after the above reduction of share capital of the Company, the passing of an ordinary resolution by a simple majority of the votes cast by the Shareholders present and voting in person or by proxy at the EGM to immediately thereafter increase the number of issued Shares in the issued share capital of the Company to the number prior to the cancellation and extinguishment of the Scheme Shares and the application of the credit arising in the Company's books of accounts as a result of the aforesaid reduction of share capital to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme, credited as fully paid, for allotment and issuance to the Offeror;
- (d) the Grand Court's sanction of the Scheme (with or without modification) under section 86(2A) of the Companies Act and if necessary its confirmation of any reduction of the issued share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares, and the delivery to the Registrar of Companies in the Cayman Islands of a copy of the order of (and if necessary, minutes approved by) the Grand Court in respect of the reduction of the issued share capital of the Company for registration;
- (e) compliance, to the extent necessary, with the procedural requirements and conditions, if any, under sections 15 to 17 of the Companies Act in relation to the reduction of the issued share capital of the Company involved in the Scheme; and
- (f) all Approvals which are (i) required in connection with the Proposal by (1) the Applicable Laws or (2) any licenses, permits or contractual obligations of the Company; and (ii) material in the context of the Group (taken as a whole), having been obtained (or, as the case may be, completed) and remaining in full force and effect without modification up to and as at the Effective Date.

In relation to Condition (b) above and based on approximately 673 million Shares held by the Disinterested Scheme Shareholders, if approximately 67.3 million Shares held by the Disinterested Scheme Shareholders are voted against the Scheme, the Scheme will not proceed.

The Conditions set out in paragraphs (a) to (e) and (f)(i)(1) above cannot be waived. The Offeror reserves the right to waive all or any of the Conditions in paragraphs (f)(i)(2) and (f)(ii) in whole or in part. The Company does not have the right to waive any of the Conditions.

As at the Latest Practicable Date and based on the information available to the Offeror and the Company, other than the Approvals listed in the Conditions in paragraphs (a) to (e) (inclusive), the Offeror and the Company are not aware of any other Approvals which are required as set out in the Conditions in paragraph (f) above, and the Offeror and the Company are also not aware of any other circumstances which may result in any of the Conditions in paragraph (f) not being satisfied.

As at the Latest Practicable Date, none of the above main Conditions have been fulfilled or waived (where applicable). Please refer to the section headed “5. Conditions of the Proposal and the Scheme” in the Explanatory Memorandum as contained in the Scheme Document regarding the details and status of the full set of the Conditions.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not proceeding with the Proposal or the Scheme if the circumstances which give rise to the right to invoke such Condition are of material significance to the Offeror in the context of the Proposal or the Scheme.

The Proposal is currently expected to be completed in the first quarter of 2026, and the payments of the Cancellation Price to be made to the Scheme Shareholders on or before 31 March 2026. For further information regarding upcoming timeline of the Proposal, please refer to the section headed “Expected Timetable” as contained in the Scheme Document.

**Disinterested Scheme Shareholders should note that the Scheme, if approved, will be binding on the Company and all the Scheme Shareholders, irrespective of whether or not they have attended or voted at the Court Meeting and/or the EGM.**

If the Scheme is not approved or the Proposal otherwise lapses, neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

**Disinterested Scheme Shareholders should be aware that the implementation of the Proposal and the Scheme are subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented, and the Scheme may or may not become effective. Disinterested Scheme Shareholders should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

## **PRINCIPAL FACTORS AND REASONS CONSIDERED**

### **1. Background and principal business of the Group**

Legend Upstar Holdings Limited is an investment holding company. The Group is principally engaged in (i) the provision of property agency services in respect of commercial and industrial properties and shops under brand “Midland IC&I” (美聯工商舖); (ii) the investment in non-residential properties; and (iii) the credit business in Hong Kong under



brand “Legend Credit” (駿聯信貸). The Shares are listed on the Main Board of the Stock Exchange. As at the Latest Practicable Date, the market capitalisation of the Company was approximately HK\$216.6 million.

The property agency business segment has been the largest contributor to the Group’s revenue stream. Property agency fees generated from the provision of the property agency services amounted to approximately HK\$338.5 million and HK\$301.5 million in 2023 and 2024, representing approximately 85.3% and 84.5% of the Group’s total revenues, respectively. In terms of property agency fees by property type, shops and commercial properties together accounted for over 70% of such fee income in both 2023 and 2024.

Under the properties investment segment, the Group holds a portfolio of non-residential properties, mainly representing commercial and industrial units, serviced apartments and shops in Hong Kong, for rental income. In 2023 and 2024, the occupancy rate of the Group’s investment portfolio stayed high, while the Group’s serviced apartment (being the Princeton Residence) registered high occupancy rates and slight rental income gains. Accordingly, it brought a stable rental income to the Group in the past two years, amounting to approximately HK\$27.5 million and HK\$28.4 million. While the revenue contribution only accounted for less than 10% of the Group’s total revenues in recent periods, the Group’s investment properties accounted for approximately 58.8% of its total assets as at 30 June 2025.

The credit business segment is conducted through the Group’s wholly-owned subsidiary, Legend Credit Limited, which is a licensed money lender under the Money Lenders Ordinance. The vast majority of the Group’s loans represented property mortgage loans granted to customers in Hong Kong, with properties located in Hong Kong as collateral. It brought interest income to the Group amounting to approximately HK\$31.1 million and HK\$27.0 million in 2023 and 2024 respectively. While the revenue contribution only accounted for less than 10% of the Group’s total revenues in recent periods, the credit business contributed a majority of the segment results of the Group.

Further analysis of the Group’s operating performance and financial position is set out in the section below headed “3. Financial information and prospects of the Group”.

## **2. Reasons for and benefits of the Proposal**

It is stated in the section headed “4. Reasons for and benefits of the Proposal” in the Explanatory Memorandum as contained in the Scheme Document, that the Proposal is intended to provide a compelling opportunity for the Scheme Shareholders to fully exit their investments with certainty and realise immediate value during uncertain times. The Offeror believes that the non-residential property segment is currently navigating a period of challenge and adjustment, and noted the broader credit environment has become increasingly cautious regarding this segment, as evidenced by the increases in credit-related provisions by a number of banks on loans relating to Hong Kong commercial property sector, in which the Group conducts its principal businesses.



We note from the Company's 2025 interim report that while the Group recorded an increase in revenues by approximately 19.4% to approximately HK\$240.5 million in the first half of 2025, mainly benefitted by an increase in agency fee from industrial property transactions, a net loss for the period attributable to equity holders of the Company of approximately HK\$33.3 million was recorded during the same period, mainly due to the non-cash fair value loss on the Group's investment properties, reflecting the challenging market conditions of the non-residential property market in Hong Kong. Please refer to the section below headed "3. Financial information and prospects of the Group" for our further analysis on the historical financial information and prospects of the Group.

The Cancellation Price represents premiums in the range of approximately 71.28% to 80.22% over the average closing prices of the Shares for different periods of up to the last 90 days prior to publication of the Announcement. As disclosed in the section headed "4. Reasons for and benefits of the Proposal" in the Explanatory Memorandum, the Offeror recognizes that the liquidity of the Shares has been relatively low when compared to the total number of Shares available for trading (i.e. being the total number of issued Shares other than the Shares held by the Offeror. The Offeror believes that the Proposal, if implemented, will offer the Scheme Shareholders an opportunity to recuperate their investment in the Company at a substantial market premium, allowing them to reallocate capital to alternative investment opportunities. Our analyses on the historical price performance of the Shares, trading liquidity of the Shares and the comparison of the level of premiums offered under the Proposal with other privatisation proposals in Hong Kong are set out in the sections below headed "4(a) Historical price performance of the Shares", "4(b) Trading liquidity of the Shares" and "4(g) Privatisation precedents" respectively.

As stated in the section headed "9. The Intentions of the Offeror in relation to the Group" in the Explanatory Memorandum as contained in the Scheme Document, as at the Latest Practicable Date, the Offeror intends that the Group will continue to carry on its existing businesses, and the Offeror has no intention, upon the Scheme becoming effective, to make any material change to the existing businesses and/or material disposal or redeployment of assets of the Group, or to make any significant changes to the continued employment of employees of the Group as a result of the implementation of the Proposal other than any change which the Group may from time to time implement in the ordinary course of business. It is also stated that the Group will continue to work with its customers and business partners in existing and future endeavours to grapple with business challenges.

Shareholders should note that the Offeror will not increase the Cancellation Price and does not reserve the right to do so. As the Offeror has a statutory control over the Company, holding approximately 62.74% of the issued Shares as at the Latest Practicable Date, we consider it unlikely that another third party could in practice make a comparable or better offer for the entire Shares, and any such offer would not succeed without the approval of the Offeror.

### 3. Financial information and prospects of the Group

#### (i) Operating performance

The following table sets out a summary of the consolidated income statements of the Group for the three years ended 31 December 2022, 2023 and 2024, and for the six months ended 30 June 2024 and 2025, as extracted and summarised from the annual reports and interim report of the Company. Further details and other financial information of the Group are set out in Appendix I to the Scheme Document.

	For the six months ended 30 June		For the year ended 31 December		
	2025	2024	2024	2023	2022
	(unaudited)	(unaudited)	(audited)	(audited)	(audited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenues	240,538	201,530	356,856	397,073	450,083
Fair value loss on investment properties	(47,200)	(3,400)	(53,900)	(26,700)	(11,301)
Other gains/(loss), net	166	285	12,003	7,342	2,798
Operating expenses	(208,703)	(159,245)	(293,637)	(315,819)	(395,886)
Operating lease charges in respect of shop premise	–	(390)	(550)	(163)	–
Depreciation of right-of-use assets and property and equipment	(8,759)	(11,316)	(21,644)	(29,245)	(31,516)
Net impairment losses on financial assets	(1,078)	(7,676)	(6,461)	(10,362)	(6,237)
Operating (loss)/profit	(25,036)	19,788	(7,333)	22,126	7,941
Finance costs, net	(6,264)	(8,814)	(16,029)	(16,180)	(10,185)
(Loss)/profit before income tax	(31,300)	10,974	(23,362)	5,946	(2,244)
(Loss)/profit for the period/year	(33,803)	9,291	(26,641)	(1,695)	(3,652)
(Loss)/profit for the period/year attributable to equity holders of the Company	(33,343)	9,504	(26,043)	(733)	(3,689)
(Loss)/earnings per share –					
Basic and diluted (HK cents)	(1.847)	0.526	(1.443)	(0.041)	(0.204)

During the periods under review, despite its properties investment and credit business segments remained stable, the Group's property agency business segment has been adversely affected by, among others, the poor market conditions which was caused by the weak local consumption, the weaker-than-expected economic recovery,

the decline in visitor spending, the elevated interest rate environment and the poor investment sentiment. These negative factors caused downward pressure on the non-residential property market activities and prices in Hong Kong, and as a result, the contributions from the Group's property agency business segment in recent periods have been significantly reduced. Coupled with the fair value loss on the Group's investment properties in recent periods, the Group incurred a net loss in each of the year 2022, 2023 and 2024, and in the first half of 2025. Further details are discussed in the remaining paragraphs of this section.

#### *Revenues*

The Group's revenues declined by approximately 11.8% from approximately HK\$450.1 million in 2022 to approximately HK\$397.1 million in 2023 and further declined by approximately 10.1% to approximately HK\$356.9 million in 2024. The declines were mainly due to the continuous drop in property agency fees, which decreased from approximately HK\$389.1 million in 2022 to approximately HK\$338.5 million in 2023 and to approximately HK\$301.5 million in 2024, resulting from the decreases in the transaction volumes of shops, offices and industrial units. According to the Hong Kong transactions statistics published on the website of Midland Group (as defined below), transaction volumes of shops, offices and industrial units continued to drop in recent years, from approximately 4,500 units in 2022 to approximately 3,900 units in 2023 and further down to approximately 3,500 units in 2024. The decrease in the Group's revenue from property agency business was partly offset by the stable income from the Group's properties investment and credit businesses.

In the first half of 2025, the Group recorded revenues of approximately HK\$240.5 million, representing an increase of approximately 19.4% compared with that in the first half of 2024. The increase was mainly driven by the improvement of the Group's property agency business segment, supported by the rise in the transaction activity of the non-residential market and a series of business enhancement initiatives between the Group and members of Midland Holdings Limited ("**Midland**", together with its subsidiaries, "**Midland Group**"), a company listed on the Stock Exchange (stock code: 1200.HK) and controlled by Mr. Freddie Wong. Revenue from the Group's properties investment and credit businesses continued to remain stable during the same period.

#### *Fair value loss on investment properties*

The Group's investment properties were valued by an independent qualified professional valuer at the end of each reporting period/year, and the relevant fair value gains/loss were recognised in the Group's financial results during the periods under review. The Group recorded fair value loss on its investment properties in each of the year 2022, 2023 and 2024, and in the first half of 2025, mainly due to, among others, the continued challenging conditions in the Hong Kong non-residential property market and the elevated interest rate environment.

After the subdued market in 2024, the transaction volume across different property types, including shops, offices and industrial units, posted year-on-year gains in the first half of 2025. Despite the increased volume, the office sector was affected by market concerns over the uncertain geopolitical situation, which disrupted business expansion plans, and the retail sector continued to suffer from the impact of cross-border spending by local consumers. As a result, the Group recognised further fair value losses on investment properties of approximately HK\$47.2 million in the first half of 2025.

*Other gains/(loss), net*

Other gains/(loss), net of the Group of approximately HK\$12.0 million in 2024 mainly related to a compensation income of approximately HK\$11.4 million from a litigation claim, while the amount of approximately HK\$7.3 million in 2023 mainly related to a gain on disposal of a subsidiary, which in turn held a shop unit located in Hong Kong.

*Operating expenses*

Operating expenses mainly included (i) staff costs (including directors' emoluments), (ii) commissions and rebates to property consultants, co-operative estate agents and property buyers and (iii) advertising and promotion expenses. It generally trended downward during the periods under review.

*Loss for the period/year attributable to equity holders of the Company*

Loss for the period/year attributable to equity holders of the Company has been affected significantly by the Group's fair value loss on investment properties, as explained above. The attributable loss amounted to approximately HK\$3.7 million, HK\$0.7 million, and HK\$26.0 million in 2022, 2023 and 2024, and approximately HK\$33.3 million in the first half of 2025. The widening losses in 2024 and the first half of 2025, compared with the corresponding periods in the previous years, were mainly due to the revaluation loss of the Group's investment properties.

On 30 December 2025, the Company published a profit warning statement (the "**Profit Warning Statement**"), stating that, among others, (i) the Group expected to record a deterioration in financial results in 2025 as compared to the consolidated net loss attributable to equity holders of approximately HK\$26 million in 2024, principally due to the fair value loss on investment properties of approximately HK\$117 million for the eleven months ended 30 November 2025, and (ii) the Group had otherwise recorded an operating profit generated from property agency business, credit business and properties investment business, excluding a fair value loss on investment properties for the same period. The Profit Warning Statement constitutes a profit forecast under Rule 10 of the Takeovers Code and has been reported on by us and the auditor of the Company in accordance with Rule 10 of the Takeovers Code, the relevant reports of which are set out in Appendix V and IV to the Scheme Document respectively.

As described above, the results of the Group have been affected by fair value changes in its investment property portfolio. For the sake of analysing the Group's underlying operating performance for the last financial year and trailing twelve months ("TTM"), we have made adjustments to exclude the fair value losses on investment properties from the Group's net losses in 2024 and TTM ended 30 June 2025 as follows:

	<b>For the TTM ended 30 June 2025 HK\$'000 (Note 1)</b>	<b>For the year ended 31 December 2024 HK\$'000</b>
Reported loss for the period attributable to equity holders of the Company	(68,890)	(26,043)
Add-back: reported fair value loss on investment properties (Note 2)	<u>97,700</u>	<u>53,900</u>
Adjusted profit for the period attributable to equity holders of the Company ("Adjusted Profit")	28,810	27,857
Adjusted earnings per Share (Note 3)	0.0160	0.0154

*Notes:*

1. Represented the consolidated reported TTM figures, calculated based on the published financial information extracted from the Company's 2024 annual report and/or 2025 interim report
2. The above adjustment has not taken into account any effect on tax or non-controlling interest
3. Based on the 1,805,282,608 Shares in issue as at the Latest Practicable Date

Based on the above calculation, the adjusted earnings per Share, excluding the effect of reported fair value loss on investment properties, were approximately HK\$0.0154 and HK\$0.0160 per Share for the year ended 31 December 2024 and the TTM ended 30 June 2025 respectively. On this basis, the Cancellation Price of HK\$0.133 per Scheme Share represents adjusted price-to-earnings ("P/E") ratios of approximately 8.62 times based on the Group's Adjusted Profit in 2024, or approximately 8.33 times based on the Group's Adjusted Profit for the TTM ended 30 June 2025.

*Dividend*

No dividend has been declared and paid to the Shareholders during the periods under review. As set out in the letter from the Board, as at the Latest Practicable Date, (i) the Company has not announced or declared any dividend, distribution or other return of capital which remains unpaid; and (ii) the Company does not intend to announce, declare, or pay any dividend, distribution or other return of capital on or before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

*(ii) Financial position*

The following table sets out a summary of the consolidated statements of financial position of the Group as at 31 December 2022, 2023 and 2024, and as at 30 June 2025, as extracted and summarised from the annual reports and interim report of the Company. Further details and other financial information of the Group are set out in Appendix I to the Scheme Document.

	<b>As at 30</b>	<b>As at 31 December</b>		
	<b>June</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
	<b>2025</b>			
	(unaudited)	(audited)	(audited)	(audited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>ASSETS</b>				
Property and equipment	10,382	6,561	6,938	8,278
Investment properties	905,700	952,900	1,006,800	1,060,500
Trade and other receivables	173,158	114,187	89,638	125,250
Loan receivables	214,367	251,064	333,710	362,370
Cash and cash equivalents	209,947	285,998	219,181	212,785
Other assets	25,668	25,058	35,172	51,341
<b>Total assets</b>	<b>1,539,222</b>	<b>1,635,768</b>	<b>1,691,439</b>	<b>1,820,524</b>
<b>LIABILITIES</b>				
Bank borrowings	234,541	373,044	384,225	449,951
Trade and other payables	194,365	122,156	125,581	165,332
Other liabilities	32,811	29,260	42,160	64,115
<b>Total liabilities</b>	<b>461,717</b>	<b>524,460</b>	<b>551,966</b>	<b>679,398</b>
<b>Equity attributable to equity holders of the Company</b>	<b>1,074,320</b>	<b>1,108,593</b>	<b>1,133,445</b>	<b>1,134,136</b>
<b>Net asset value per Share (Note)</b>	<b>HK\$0.595</b>	<b>HK\$0.614</b>	<b>HK\$0.628</b>	<b>HK\$0.628</b>

*Note:* Net asset value per Share is calculated by dividing equity attributable to equity holders of the Company by the number of shares in issue as at the end of the respective period/year

*Property interests*

As at 30 June 2025, the Group had investment properties of approximately HK\$905.7 million, accounting for approximately 58.8% of its total assets. Such investment properties mainly included the Princeton Residence (a serviced apartment), several office and industrial units at LMK Development Estate, Kaiseng Commercial Centre and Ford Glory Plaza, as well as a number of shops across various districts in Hong Kong. The aggregate fair value of the abovementioned investment properties was HK\$835.6 million as at 30 November 2025, as set out in the Property Valuation Report and further discussed in the section below headed “4(e) Property valuation and adjusted net asset value”. As confirmed with the management, the Group has no intention to dispose of its investment properties, as such properties are held for long-term rental income.

*Loan receivables*

Loan receivables, mainly arising from the Group’s credit business, amounted to approximately HK\$214.4 million as at 30 June 2025. The outstanding loan receivables involved 32 cases with different borrowers, all of which were secured by first mortgage over residential and/or non-residential properties, with an average loan to value ratio of approximately 48%. On the same date, the aggregate amount of loan receivables from the five largest borrowers was approximately HK\$119.6 million, representing approximately 56% of the total sum.

According to the Company’s annual and interim reports, credit risk assessment is performed based on the financial strength and repayment ability of the borrower, the collateral provided, prevailing market and competitive conditions and interest rate environment. Loans advanced by the Group are subject to approval on a case-by-case basis by a credit committee, which comprises members of the senior management who possess expertise in the property and financing fields. Impairment loss on loan of HK\$1.6 million was made for the year ended 31 December 2024, while no impairment loss on loan was made in the first half of 2025.

*Cash balances and bank borrowings*

As at 30 June 2025, the Group had cash and cash equivalents of approximately HK\$209.9 million. On the same date, bank borrowings of the Group were approximately HK\$234.5 million, which were secured by certain investment properties held by the Group and corporate guarantee given by the Company. Approximately HK\$15.0 million (or approximately 6.4% of total sum) of the above balance of bank borrowings were repayable within one year, and approximately HK\$219.5 million were repayable after one year. On the basis of the above cash and borrowing position, the Group had a net debt position of approximately HK\$24.6 million as at 30 June 2025.

As at 30 June 2025, the gearing ratio of the Group, calculated on the basis of the Group's total bank borrowings over total equity of the Group, was approximately 21.8%.

The bank borrowings of the Group remained stable as at 30 November 2025 at approximately HK\$227.7 million as set out in the section headed "3. Statement of Indebtedness" in Appendix I to the Scheme Document.

*Equity attributable to equity holders of the Company and net asset value per Share*

As at 30 June 2025, equity attributable to equity holders of the Company was approximately HK\$1,074.3 million, equivalent to net asset value per Share of approximately HK\$0.595. Based on the above, the Cancellation Price of HK\$0.133 per Scheme Share represents a discount of approximately 77.65% to the above net asset value per Share, or a price-to-book ("P/B") ratio of approximately 0.22 times.

Please also refer to the section below headed "4(e) Property valuation and adjusted net asset value" for further information on the adjusted net asset value and its use in our evaluation of the Cancellation Price.



*(iii) Prospects*

Broadly speaking, the Group's principal businesses are closely linked to the non-residential property market, the broader macroeconomic environment and the interest rate environment in Hong Kong. We have evaluated the prevailing situations of the non-residential property market in Hong Kong with reference to the most recently available property quarterly market statistics published by the Rating and Valuation Department of the Government of Hong Kong, as summarised below:

Year/Quarter	Private office		Private retail		Private flatted factories	
	Rental indices (overall)	Price indices (overall)	Rental indices	Price indices	Rental indices	Price indices
2023 Q1	227	474	168	488	215	860
2023 Q2	228	474	170	499	218	862
2023 Q3	229	463	173	493	221	842
2023 Q4	228	442	173	473	221	805
2024 Q1	225	422	169	458	218	761
2024 Q2	221	386	166	435	216	738
2024 Q3	218	365	164	408	216	698
2024 Q4	216	342	161	390	213	675
2025 Q1	214	326	158	381	211	667
2025 Q2	212	314	157	365	211	635
2025 Q3	209	303	157	351	207	606

*Note: Indices rebased to the year 1999*

From the above table, both prices and rentals for private office, retail and flatted factories in Hong Kong continued to trend downwards from the mid-2023 to the third quarter of 2025. In particular, the price indices of private office, retail and flatted factories declined by approximately 36.1%, 28.1% and 29.5% respectively since the beginning of 2023, underscoring the continuous correction in value of non-residential properties. We note from the commentaries in the Company's 2025 interim report that some signs of improvements are shown, such as the increase in transaction volumes across shops, offices and industrial units in the first half of 2025, but a full recovery is still some way off, and continued to be impacted by cross-border spending by local residents, the structural rise of online shopping, as well as an oversupply of commercial real estate in Hong Kong.

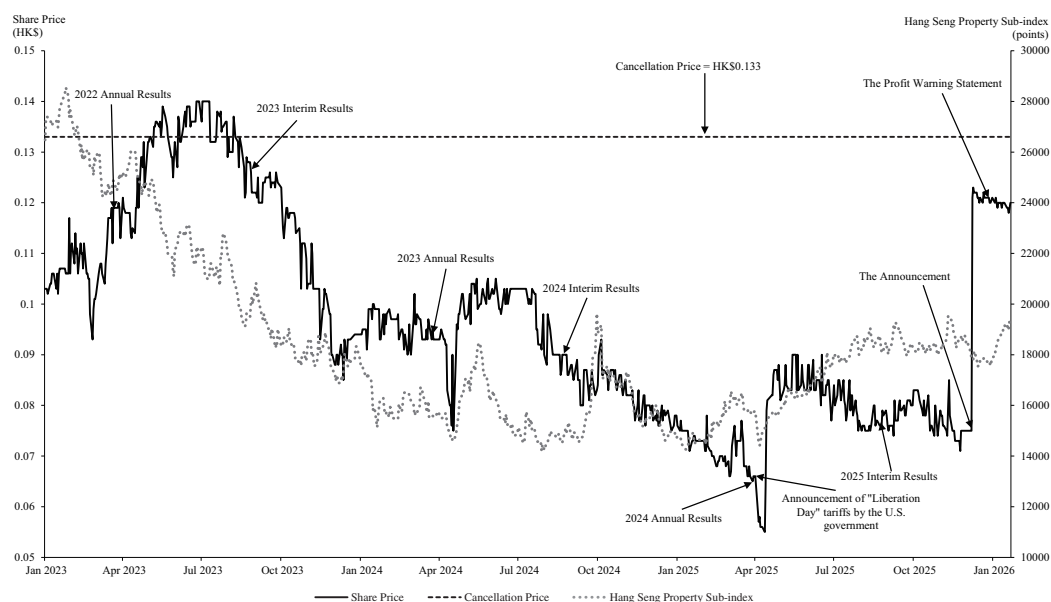
From a macroeconomic environment's perspective, the Hong Kong economy continued to recover in recent years, with real gross domestic product ("GDP") growing by approximately 3.2% and 2.5% in 2023 and 2024 respectively, and further expanding by approximately 3.0% to 3.8% year-on-year in the first three quarters of 2025, driven by a continued surge in exports and sustained expansion in domestic demand. The Hong Kong government has recently revised its GDP growth forecast for 2025 to approximately 3.2%. Separately, after the elevated interest rate environment since late 2022, the United States ("U.S.") federal funds target rate and the Base Rate in Hong Kong trended lower in tandem due to the Hong Kong's linked exchange rate system. The above factors may translate into improvement in market sentiment and lower funding costs, which are expected to support market activities in the non-residential property sector and credit markets, in which the Group's principal business may benefit from.

While the property agency and credit businesses of the Group may remain stable, supported by the factors discussed above, the fair value of the Group's investment properties tends to remain under pressure, as evidenced by the fair value loss on investment properties of approximately HK\$117 million in the first eleven months of 2025. On the basis of the above, we consider that the Group's future operating performance is expected to remain mixed and subject to various uncertainties, depending on Hong Kong's economic growth and the performance of the non-residential property sector.

#### 4. Evaluation of the Cancellation Price

##### (a) Historical price performance of the Shares

Set out below is the movement of the daily closing prices of the Shares quoted on the Stock Exchange during the period from January 2023 to the Latest Practicable Date (the "Review Period"), and the comparisons between the historical price performance of the Shares and (a) the Cancellation Price of HK\$0.133 per Scheme Share and (b) the movement of Hang Seng Property Sub-index during the Review Period:



Source: Bloomberg

Note: Trading in the Shares was halted with effect from 1:00 p.m. on 3 December 2025, pending the release of the Announcement and subsequently resumed at 9:00 a.m. on 10 December 2025

As shown in the above chart, save for approximately 45 trading days in mid-2023 in aggregate, the Shares have been trading consistently at or below the Cancellation Price of HK\$0.133 during the Review Period.

During 2023, the prices of the Shares fluctuated between HK\$0.085 and HK\$0.140. After reaching a high of HK\$0.140 in between late June and early July 2023, prices broadly trended downward for almost two years, reaching a low in April 2025.

After bottoming out at HK\$0.055 on 14 April 2025, prices of the Shares rallied as market anxiety eased from the announcement of “Liberation Day” tariffs by the U.S. government. The prices of the Shares generally trended upward during the second quarter of 2025, and traded relatively steadily within the range of HK\$0.071 to HK\$0.085 from July to November 2025. Trading in the Shares was halted at noon on 3 December 2025, closing at HK\$0.075 and pending the publication of the Announcement.

The Announcement, including the Cancellation Price of HK\$0.133 per share, was published on 9 December 2025 (after trading hours). The share price surged by approximately 61.3% after the Announcement and closed at HK\$0.121 on 10 December 2025. Since then, the Shares’ price has stayed largely at or above the level of HK\$0.120. At the Latest Practicable Date, the Share price closed at HK\$0.120, representing a discount of approximately 9.77% to the Cancellation Price.

As we consider that the price of the Shares is currently influenced by the terms of the Proposal, if the Proposal fails, other things being equal, there is a likelihood of the share price returning to the levels prevailing before the publication of the Announcement.

*(b) Trading liquidity of the Shares*

Set out in the table below are the total monthly trading volumes of the Shares and the percentages of such total monthly trading volumes to the total issued Shares and the public float of the Company during the Review Period:

	<b>Total monthly trading volume of the Shares</b>	<b>Percentage of total monthly trading volume to the total issued Shares</b> (Note 2)	<b>Percentage of total monthly trading volume to the public float</b> (Note 3)
<b>2023</b>			
January	8,074,851	0.4%	1.0%
February	8,701,473	0.5%	1.1%
March	13,397,533	0.7%	1.7%
April	15,767,906	0.9%	2.0%
May	20,692,640	1.1%	2.7%
June	30,117,119	1.7%	4.0%
July	3,790,949	0.2%	0.5%
August	5,691,891	0.3%	0.8%
September	4,807,151	0.3%	0.6%
October	2,499,391	0.1%	0.3%
November	4,544,176	0.3%	0.6%
December	2,572,978	0.1%	0.3%
<b>2024</b>			
January	5,925,641	0.3%	0.8%
February	14,264,904	0.8%	1.9%
March	5,104,475	0.3%	0.7%
April	19,892,855	1.1%	2.7%
May	35,517,634	2.0%	5.1%
June	4,114,550	0.2%	0.6%
July	3,048,200	0.2%	0.4%
August	3,247,000	0.2%	0.5%
September	6,773,051	0.4%	1.0%
October	9,559,949	0.5%	1.4%
November	6,000,113	0.3%	0.9%
December	10,141,551	0.6%	1.5%

	<b>Total monthly trading volume of the Shares</b>	<b>Percentage of total monthly trading volume to the total issued Shares</b> (Note 2)	<b>Percentage of total monthly trading volume to the public float</b> (Note 3)
<b>2025</b>			
January	3,178,108	0.2%	0.5%
February	5,405,393	0.3%	0.8%
March	11,133,768	0.6%	1.6%
April	21,008,251	1.2%	3.1%
May	7,404,314	0.4%	1.1%
June	3,088,397	0.2%	0.5%
July	12,940,778	0.7%	1.9%
August	8,376,841	0.5%	1.2%
September	9,266,877	0.5%	1.4%
October	7,184,641	0.4%	1.1%
November	3,079,720	0.2%	0.5%
December	72,336,414	4.0%	10.8%
<b>2026</b>			
From 1 January to the Latest Practicable Date	15,453,471	0.9%	2.3%

*Notes:*

- (1) Sourced from the Stock Exchange and the Company
- (2) Calculated by dividing the total monthly trading volumes of the total issued Shares by the issued Shares at the end of each month or at the Latest Practicable Date, as applicable
- (3) Calculated by dividing the total monthly trading volumes of the total issued Shares by the public float of the Company at the end of each month or at the Latest Practicable Date, as applicable

As shown in the table above, except for the relatively higher monthly trading in December 2025 following the publication of the Announcement, the monthly trading volumes of the Shares between 2023 and 2025 represented approximately 0.1% to 2.0% of the total issued Shares, equivalent to approximately 0.3% to 5.1% of the Shares constituting the public float of the Company. Taking into account the dollar values of the trading volumes, we do not consider the Shares to be actively traded during the Review Period. If the Disinterested Scheme Shareholders wish to sell a significant number of Shares on the Stock Exchange, they may not be able to dispose of the Shares without a downward pressure on the market price. Consequently, the Proposal represents an opportunity for the Disinterested Scheme Shareholders to exit at a fixed cash price (i.e. the Cancellation Price of HK\$0.133 per Scheme Share), which also represents premiums over the average closing price of the Shares prior to the Announcement, as further discussed in the section below.

In the sub-section below headed “4(c) Comparison of value”, the Cancellation Price is compared against various (average) closing prices of the Shares over a range of periods up to 90 trading days prior to and including the Last Full Trading Day, and a range of resulting premiums is observed. Such premiums represented by the Cancellation Price over the historical prices of the Shares are analysed in conjunction with those of similar privatisation precedents in the sub-section below headed “4(g) Privatisation Precedents”. We note that in the 90 trading days prior to and including the Last Full Trading Day (i.e. from 25 July 2025 to 2 December 2025, the “**90-Trading-Day Period**”), there were 81 trading days on which there were trading activities, and 9 trading days without trading activities. Although we do not consider the Shares to be actively traded, as analysed in the paragraph above, considering that (i) there were trading activities for a vast majority of the trading days (i.e. 90%) during the 90-Trading-Day Period where Shares changed hands on the Stock Exchange between willing buyers and sellers, and (ii) we did not note any unusual fluctuation in the closing prices of the Shares during the 90-Trading-Day Period, based on the share price chart as presented in the sub-section above headed “4(a) Historical price performance of the Shares”, we are of the view that the comparisons between the Cancellation Price and the historical prices of the Shares represent meaningful analyses for the Disinterested Scheme Shareholders when considering the merits of the Proposal against similar privatisation precedents.

**(c) *Comparison of value***

The Cancellation Price of HK\$0.133 per Scheme Share represents:

- (a) a premium of approximately 77.33% over the closing price of HK\$0.075 per Share as quoted on the Stock Exchange on 2 December 2025, being the Last Full Trading Day;
- (b) a premium of approximately 79.25% over the average closing price of approximately HK\$0.074 per Share as quoted on the Stock Exchange over the 5 trading days up to and including Last Full Trading Day;
- (c) a premium of approximately 80.22% over the average closing price of approximately HK\$0.074 per Share as quoted on the Stock Exchange over the 10 trading days up to and including the Last Full Trading Day;
- (d) a premium of approximately 75.23% over the average closing price of approximately HK\$0.076 per Share as quoted on the Stock Exchange over the 30 trading days up to and including the Last Full Trading Day;

- (e) a premium of approximately 71.28% over the average closing price of approximately HK\$0.078 per Share as quoted on the Stock Exchange over the 60 trading days up to and including the Last Full Trading Day;
- (f) a premium of approximately 71.86% over the average closing price of approximately HK\$0.077 per Share as quoted on the Stock Exchange over the 90 trading days up to and including the Last Full Trading Day;
- (g) a discount of approximately 77.65% to the unaudited consolidated net asset value attributable to the equity holders of the Company of approximately HK\$0.595 per Share as at 30 June 2025 as set out in the section above headed “3(ii) Financial information and prospects of the Group – Financial Position”; and
- (h) a discount of approximately 76.08% to the Adjusted NAV attributable to the Shareholders of approximately HK\$0.556 per Share, calculated based on the Adjusted NAV of approximately HK\$1,004.5 million, after taking into account the valuation of the Group’s property interests as at 30 November 2025, as further elaborated in the sub-section below headed “4(e) Property valuation and adjusted net asset value”.

The Cancellation Price of HK\$0.133 per Scheme Share represents a premium of approximately 10.83% over the closing price of HK\$0.120 per Share as quoted on the Stock Exchange on the Latest Practicable Date. As explained above, we consider the market prices of the Shares following the Announcement have been influenced by the Cancellation Price.

In summary, the Cancellation Price per Scheme Share represents premiums of approximately 71.28% to 80.22% over the average closing prices of the Shares for different periods of up to the last 90 trading days prior to publication of the Announcement. The Cancellation Price represents discounts of approximately 77.65% or 76.08% to the Company’s net asset value per Share as at 30 June 2025 and the Adjusted NAV per Share respectively.

*(d) Historical discount of market price of the Shares to the net asset value per Share*

As mentioned above, the Cancellation Price of HK\$0.133 per Scheme Share represents a discount of approximately 77.65% to the Company's net asset value per Share as at 30 June 2025. While this is the case, we note that the historical prices of the Shares had been trading significantly below its net asset value during the Review Period. We have compared the P/B ratio of approximately 0.2235 times (1 – 77.65%) as represented by the Cancellation Price with the movement of P/B ratios of the Company during the Review Period as follows:



*Notes:*

- (1) The historical P/B ratio is calculated based on the closing price per Share on the respective days and the then consolidated net asset value attributable to the equity shareholders of the Company per Share as at the preceding year/period end*
- (2) The closing price per Share on the respective days sourced from Bloomberg*

As shown in the chart above, the historical P/B ratios of the Company ranged from approximately 0.0896 times to 0.2228 times (or discounts of approximately 77.72% to 91.04% to net assets) during the Review Period before the publication of the Announcement, lower than the P/B ratio of the Company as represented by the Cancellation Price of approximately 0.2235 times at all times during this period. In particular, the closing price of the Shares of HK\$0.075 on the Last Full Trading Day represented a P/B ratio of approximately 0.1261 times (or a discount of approximately 87.39% to net assets), representing roughly one-eighth of the Group's net asset value per Share. The significant discounts of market price to the Group's net asset value may be in part due to, for example, the continued net losses of the Group and/or the low trading liquidity of the Shares, as explained in the sections above. The recent increase in P/B ratio is largely due to the increase in Share price following publication of the Announcement.



*(e) Property valuation and adjusted net asset value**Property valuation*

In evaluating the Proposal, we have reviewed the adjusted net asset value based on the Company's 2025 interim report and the adjustments relating to the revaluation deficit arising from the latest valuation of the Group's property interests.

The Property Valuer was engaged by the Company to derive at an appraised value of the property interests of the Group, all of which represents the Group's investment properties, and all of which are completed properties. The aggregate value of the properties as appraised by the Property Valuer was HK\$835.6 million as at 30 November 2025. Details of the valuation are set out in the Property Valuation Report set out in Appendix II to the Scheme Document. The valuation has been prepared in compliance with, among others, the requirements contained in Chapter 5 of the Listing Rules, Rule 11 of the Takeovers Code and the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors.

The market value of the Group's property interests in existing state may be analysed as follows:

	<b>Market value in existing state as at 30 November 2025</b>
	<i>HK\$'000</i>
Serviced apartment	322,000
Industrial and office premises	300,700
Shops	206,100
Carpark	6,800
	<hr/>
	<b>835,600</b>

Based on the above table, the Group's serviced apartment in North Point, namely Princeton Residence, is the Group's largest investment property in its portfolio as at 30 November 2025, in terms of market value. The Group also owned certain industrial and office premises, shops, and to a smaller extent, carpark spaces, across different locations in Hong Kong.

We have reviewed the Property Valuation Report and discussed with the Property Valuer methodologies of, and bases and assumptions adopted, for the valuations and adjustments made to arrive at the valuation of the Group's property interests. In arriving at the valuation, the Property Valuer mainly adopted the direct comparison method, and adopted the income capitalisation method for cross-reference purpose where necessary. As advised by the Property Valuer, both the direct comparison method and the income capitalisation method are commonly used valuation methodologies for assessing values of non-residential properties in Hong Kong. Under the direct comparison method, the Property Valuer compared the property to be valued directly with other comparable properties, which have recently transferred their legal ownership, and applied appropriate adjustments to allow for any qualitative and quantitative differences that may affect the price likely to be achieved by the property under consideration. Under the income capitalisation method, the Property Valuer arrived at the subject property's value by capitalising the net income potential by adopting appropriate capitalisation rate, which is derived from the analysis of sale transactions and the Property Valuer's interpretation of prevailing investor requirements or expectations, and the market rents adopted made reference to lettings of comparable premises.

The Property Valuer also assessed the Group's investment properties as at 31 December 2024 and 30 June 2025. In this connection, the Property Valuer has confirmed that the same valuation methodology for each property used in such past valuations has been consistently adopted in the Property Valuation Report. We concur with the Property Valuer that the direct comparison method as adopted as the primary valuation methodology, as the Property Valuer has obtained sufficient comparable sales transaction and information for each of the properties being assessed under the direct comparison method.

The market value of the Group's property interests as at 30 November 2025 of HK\$835.6 million was approximately 7.7% lower than that as at 30 June 2025 of approximately HK\$905.7 million. As advised by the Property Valuer, the commercial real estate market, including office and retail premises, remained challenging in 2025, and was further dampened by the difficulties for the potential purchasers to obtain financing from financial institutions, given that certain financial institutions were actively lowering relevant risk exposure on non-performing commercial real estate loans by selling the mortgaged premises.

The main purpose of such valuation is to use them as a basis for arriving at the Adjusted NAV shown below, which is one of the main factors against which the Cancellation Price is assessed. For this purpose, we have discussed the property valuation with the Property Valuer, including specifics on bases and assumptions used, which included comparable transactions in the vicinity, and the Property Valuer's due diligence work. We have also reviewed the engagement letter between the Company and the Property Valuer, the Property Valuation Report and the relevant valuation workings of the Property Valuer and interviewed the relevant staff of the Property Valuer. We are satisfied that the terms of engagement between the Company and the Property Valuer are appropriate to the opinion the Property Valuer is required to give. We understand that the Property Valuer is certified with the relevant professional qualifications required to perform the Property Valuation and the signatory of the Property Valuation Report has over 30 years' experience in valuation of properties in Hong Kong and the PRC as well as relevant experience in the Asia-Pacific region. We note that the Property Valuer performed on-site inspections, making enquiries and conducting its own research in arriving at the valuation of the Group's property interests.

#### *Adjusted NAV*

We have reviewed the Adjusted NAV of the Group as set out in the section headed "5. Property Interests and adjusted net asset value" in Appendix I to the Scheme Document, based on the unaudited consolidated financial statements of the Group as at 30 June 2025 and the adjustments as set out in the table below, which include the revaluation deficit arising from the property valuation as at 30 November 2025:

	<i>HK\$'000</i>
Unaudited net asset value attributable to equity holders of the Company as at 30 June 2025	1,074,320
<i>Adjustments:</i>	
– <i>Fair value adjustments on investment properties during the period from 1 July 2025 to 30 November 2025 (Note 1)</i>	(69,807)
<b>Adjusted NAV</b>	1,004,513
<b>Adjusted NAV per Share (Note 2)</b>	HK\$0.556
<b>Cancellation Price per Scheme Share</b>	HK\$0.133
<b>– Discount to Adjusted NAV</b>	76.08%

#### *Notes:*

- (1) *The fair value adjustments are calculated based on (a) the difference between (i) the total market value of the property interests of the Group as at 30 November 2025 of HK\$835,600,000 and (ii) the unaudited book value of the property interests of the Group as at 30 June 2025 of HK\$905,700,000, and (b) an adjustment of approximately HK\$293,000 relating to non-controlling interest in certain investment properties of the Group*
- (2) *Based on 1,805,282,608 Shares in issue as at 30 June 2025*

The Cancellation Price of HK\$0.133 per Scheme Share represents a discount of approximately 76.08% to the Adjusted NAV per Share, as compared to the discount of approximately 77.65% to the unaudited net asset value HK\$0.595 per Share as at 30 June 2025. The lower discount to the Adjusted NAV per Share was due to the further deterioration in valuation of the Group's investment properties during the second half of 2025 as discussed above, leading to the further reduction in the Group's Adjusted NAV and the resulting Adjusted NAV per Share.

**(f) *Peer comparison***

The Group is principally engaged in the businesses of property agency services, property investment and the provision of credit, with property agency services making the largest contribution to the Group's revenues. Although these businesses are largely related to the non-residential property market in Hong Kong and are integrated to a certain extent (for example, the Group's customers of the credit business are often also customers of the property agency business), these businesses reflect differently in the Group's financial statements. For example, the property agency business generates over 80% of the Group's revenues during the Review Period and employs a significant number of staff, but is relatively asset-light. On the other hand, the property investment and credit businesses are asset-heavy, with the Group's investment properties and loan receivables in aggregate representing over 70% of the Group's total assets as at 30 June 2025, but generate only a small portion of revenues when compared to the property agency business. The fact that the Group engages in these different businesses with different business models, and that any industry peers identified may not engage in the above businesses in proportion similar to that of the Group, made it difficult to compare valuation multiples of the Group against its peers.

We have conducted research on companies listed on the Main Board of the Stock Exchange which are principally engaged in property agency business in Hong Kong, with at least 50% of revenue contributed from such segment in their latest financial year. Based on the aforesaid criteria, we have only identified Midland, which is also engaged in property agency business in Hong Kong but instead focuses on residential properties, unlike the Group's principal business in the non-residential property market. P/B ratio and P/E ratio, the two commonly used valuation benchmarks, were analysed. In terms of earnings, Midland has P/E ratios as at the Latest Practicable Date of approximately 5.14 times based on its Adjusted Profit (i.e. excluding fair value loss on investment properties, before taking into account any impact on tax or non-controlling interest) in 2024, or approximately 5.54 times based on its Adjusted Profit for the TTM ended 30 June 2025. These P/E ratios are lower than that of the Group as represented by the Cancellation Price of approximately 8.62 times and 8.33 times respectively (also based on Adjusted Profits). In terms of net assets, Midland has P/B ratio as at the Latest Practicable Date of approximately 1.46 times, higher than that of the Company as represented by the Cancellation Price of approximately 0.22 times. The different results of the P/E and P/B ratio analyses may be in part due to the different balance sheet compositions of the two companies. While a majority of the Group's total assets

represents investment properties which are non-current and capital in nature, a majority of Midland's total assets represents trade and other receivables which are working capital items, and Midland does not hold significant investment property interests.

As mentioned above, a clear majority (i.e. over 50%) of the Group's total assets represents its investment property interests. As an alternative to the above comparison with Midland, we have also conducted research on companies listed on the Main Board of the Stock Exchange which (i) hold investment properties in Hong Kong, representing over 50% of their respective total assets, with over 50% of total revenue generated from investment properties in Hong Kong, based on their latest published full year financial statements, and (ii) have a market capitalisation of between HK\$100 million and HK\$1 billion as at the Latest Practicable Date, having considered the market capitalisation of the Company as represented by the Cancellation Price. Based on the above selection criteria, ten Property Investment Peers ("**Property Investment Peers**") have been identified according to our research on Bloomberg and the website of the Stock Exchange. In our view, the Property Investment Peers represent an exhaustive list based on the above selection criteria.

Based on their latest published financial statements, all of the Property Investment Peers incurred fair value losses on their investment properties during the latest financial year and/or the trailing-twelve-month period. Similar to the comparison between the Company and Midland, we have excluded the fair value losses on investment properties in analysing the earnings of the Property Investment Peers. Set out below are the analyses of P/E and P/B ratios of the Property Investment Peers against the P/E and P/B ratios as represented by the Cancellation Price. In particular, as a majority of the Group's total assets represents its investment property interests, while the other businesses of the Group are either asset-light (i.e. property agency business) or has relevant assets representing a much smaller portion of the Group's total assets (i.e. loan receivables under the credit business), we place a greater emphasis on the P/B ratio, an asset-based trading multiple, in our analysis below.

Name of the Property Investment Peers (stock code)	Market capitalisation as at the Latest Practicable Date (Note 1) HK\$ million	P/B ratio (Note 2) times	Latest full-year P/E ratio (Note 2) times	TTM P/E ratio (Note 4) times
Tian Teck Land Limited (266.HK)	964	0.25	2.23	3.79
Safety Godown Company, Limited (237.HK)	822	0.23	6.33	5.41
Pokfulam Development Company Limited (225.HK)	652	0.15	13.60	13.60
Pioneer Global Group Limited (224.HK)	635	0.09	N/A	N/A
Tern Properties Company Limited (277.HK)	444	0.17	12.09	11.89
Asiasec Properties Limited (271.HK)	221	0.13	N/A	N/A
Winfair Investment Company Limited (287.HK)	163	0.17	4.77	5.17
Zhongchang International Holdings Group Limited (859.HK)	163	0.22	N/A	N/A
Oriental Explorer Holdings Limited (430.HK)	161	0.11	34.34	25.99
Crocodile Garments Limited (122.HK)	153	0.11	N/A	N/A
All Property Investment Peers	Maximum	0.25	34.34	25.99
	Minimum	0.09	2.23	3.79
	Mean	0.16	12.23	10.98
	Median	0.16	9.21	8.65
Property Investment Peers excluding the outlier (for P/E ratios)	Maximum		13.60	13.60
	Minimum		2.23	3.79
	Mean		7.81	7.97
	Median		6.33	5.41
The Company as represented by the Cancellation Price	240	0.22	8.62	8.33

Source: Bloomberg and website of the Stock Exchange

Notes:

- (1) The market capitalisations as at the Latest Practicable Date are based on the product of their respective number of issued shares (excluding treasury shares (if any)) as set out in their respective monthly return for the month ended 31 December 2025 and their respective closing price per share as quoted on the Stock Exchange as at the Latest Practicable Date. In respect of the Company, the implied market capitalisation is based on the 1,805,282,608 Shares in issue as at the Latest Practicable Date and the Cancellation Price of HK\$0.133 per Scheme Share
- (2) The P/B ratios are calculated by dividing their respective market capitalisation by their respective consolidated net asset value attributable to the shareholders as extracted from their respective latest published financial statements
- (3) The latest full-year P/E ratios are calculated by dividing their respective market capitalisation by their respective consolidated net profit attributable to the shareholders (excluding any fair value gains/losses on investment properties, before taking into account any effect on tax or non-controlling interest) for the latest financial year, as extracted from their respective latest published full-year financial statements

- (4) *The TTM P/E ratios are calculated by dividing their respective market capitalisation by their respective consolidated net profit attributable to the shareholders (excluding any fair value gains/losses on investment properties, before taking into account any effect on tax or non-controlling interest) for the trailing-twelve-months, as extracted from their respective latest published full-year financial statements and half-year financial statements (where available)*
- (5) *Subject to rounding differences*

As shown from the table above, the Property Investment Peers showed a wide range of P/E ratios. In particular, Oriental Explorer Holdings Limited has latest full-year and TTM P/E ratios of approximately 34.34 times and 25.99 times respectively, substantially higher than all of the other Property Investment Peers, and is therefore considered an outlier and excluded from our analyses of P/E ratios. Excluding the outlier, the P/E ratio as represented by the Cancellation Price of approximately 8.62 times (based on its Adjusted Profit in 2024) and 8.33 times (based on its Adjusted Profit for the TTM ended 30 June 2025) are within the range of those of the Property Investment Peers of approximately 2.23 times to 13.60 times, and are higher than both the mean and median P/E ratios of the Property Investment Peers ranging from approximately 5.41 times to 7.97 times.

As explained above, we place a greater emphasis on the P/B ratio in our analysis of the Property Investment Peers. The P/B ratio as represented by the Cancellation Price of approximately 0.22 times is also within the range of those of the Property Investment Peers of approximately 0.09 times to 0.25 times, and is higher than both the mean and median P/B ratios of the Property Investment Peers of approximately 0.16 times.

**(g) Privatisation precedents**

To further assess the fairness and reasonableness of the Cancellation Price, we have compared the Proposal to privatisation proposals of companies listed on the Main Board of the Stock Exchange announced and completed since January 2021 and up to the date immediately prior to the Latest Practicable Date, based on the following criteria: (i) the offeror involved, together with parties acting in concert with it, owned a controlling interest (30% or more) in the offeree; and (ii) the adjusted net asset value, taking into account property valuation report as contained in the relevant scheme document, having been disclosed, and that the value of properties in Hong Kong representing over 50% of their respective total assets based on their latest published financial statements (the “**Privatisation Precedents**”). Based on these criteria, we have identified four Privatisation Precedents, which we consider to be an exhaustive list based on our research on the website of the Stock Exchange.

We consider the pricing terms of the Privatisation Precedents may illustrate levels of premium over market prices expected by the investors in the Hong Kong capital market to secure a successful privatisation. While the structure of privatisation, the industry focus and scale of each company may differ, this analysis provides a benchmark on the pricing of recent successful privatisations of listed companies in Hong Kong and a benchmark for the Scheme Shareholders when evaluating the premium provided in the Proposal. Accordingly, we regard the Privatisation Precedents to be a meaningful assessment of the fairness and reasonableness of the Cancellation Price.

The table below illustrates the premiums/(discounts) represented by the cancellation consideration over/to (i) the respective last full trading day closing share price, (ii) the respective last 5, 10, 30, 60 and 90 full trading days average closing share prices, and (iii) the adjusted net asset value per share, in respect of the privatisation proposals:

Date of the Rule 3.5 announcement	Name of the company (previous stock code)	Premiums/(discounts) of cancellation consideration over/to the closing price/average closing price per share						Discounts of cancellation consideration to the adjusted net asset value
		on the last full trading day	over the last 5 full trading days	over the last 10 full trading days	over the last 30 full trading days	over the last 60 full trading days	over the last 90 full trading days	per share
		(Note 1)	(Note 1)	(Note 1)	(Note 1)	(Note 1)	(Note 1)	(Note 2)
9 May 2025	Thing On Enterprise Limited (2292.HK) (Note 3)	30.00%	30.00%	30.00%	30.00%	36.13%	32.20%	(49.28)%
19 June 2024	Asia Standard Hotel Group Limited (292.HK) ("Asia Standard") (Note 4)	52.78%	48.65%	41.03%	57.14%	71.88%	71.88%	(98.32)%
6 October 2023	Pine Care Group Limited (1989.HK)	(1.11)%	0.68%	0.91%	1.48%	8.94%	22.42%	(7.87)%
5 August 2022	Lifestyle International Holdings Limited (1212.HK)	62.34%	75.93%	81.88%	70.13%	58.68%	48.10%	(52.83)%
	<b>Maximum</b>	62.34%	75.93%	81.88%	70.13%	71.88%	71.88%	(7.87)%
	<b>Minimum</b>	(1.11)%	0.68%	0.91%	1.48%	8.94%	22.42%	(98.32)%
	<b>Mean</b>	36.00%	38.82%	38.46%	39.69%	43.90%	43.65%	(52.08)%
	<b>Median</b>	41.39%	39.33%	35.52%	43.57%	47.41%	40.15%	(51.06)%
9 December 2025	The Company as represented by the Cancellation Price	77.33%	79.25%	80.22%	75.23%	71.28%	71.86%	(76.08)%

Source: Bloomberg and website of the Stock Exchange

Notes:

- (1) The relevant premiums/(discounts) are calculated based on the respective closing price/average closing price per share up to and including the last full trading day of the shares prior to the publication of the Rule 3.5 announcement
- (2) The relevant discounts are calculated based on the cancellation consideration and the adjusted net asset value per share, as disclosed in the respective scheme document



- (3) *The relevant premiums (discounts) of Thing On Enterprise Limited are calculated based on the cancellation consideration under the cash alternative*
- (4) *The relevant premiums/(discounts) of Asia Standard are calculated based on the total consideration per share of HK\$0.11 comprising 0.15 share of Asia Standard International Group Ltd (stock code: 129.HK, "ASI") (based on its closing share price as at the last trading day of HK\$0.5 per share) plus cash payment of HK\$0.035 per share. For reference only, if the closing share price of ASI as at the latest practicable date of the relevant scheme document of HK\$0.38 per share was used, the resulting total consideration per share of HK\$0.092 would represent a discount of approximately 98.6% to the adjusted net asset value of Asia Standard per share, as disclosed in the relevant scheme document*
- (5) *The principal businesses of the companies under the Privatisation Precedents, sourced from Bloomberg, are as follows:*

<i>Name of company</i>	<i>Principal business</i>
<i>Thing On Enterprise Limited</i>	<i>mainly specialises in investment and leasing of offices, retail and industrials properties</i>
<i>Asia Standard</i>	<i>mainly operates hotels and restaurants</i>
<i>Pine Care Group Limited</i>	<i>mainly operates care and attention homes for elderly and provides related services</i>
<i>Lifestyle International Holdings Limited</i>	<i>mainly operates department store and other retail outlets</i>

- (6) *Subject to rounding differences*

Based on the table above, the premiums represented by the Cancellation Price of HK\$0.133 per Scheme Share over the closing Share prices on the Last Full Trading Day and for the last 5 to 90 trading days, ranged from approximately 71.28% to 80.22%, are well above the average and median of the Privatisation Precedents between approximately 35.52% and 47.41%, and are close to or higher than the maximum premiums of the Privatisation Precedents of approximately 62.34% to 81.88%. All of the Privatisation Precedents were successfully completed, indicating that the terms of the proposals in the Privatisation Precedents were generally accepted by the market.

As shown in the table above, cancellation considerations representing discounts to net asset values are not uncommon in privatisation of companies with significant property interests. The discounts represented by the cancellation consideration of the Privatisation Precedents to their respective adjusted net asset value per share showed a wide range of approximately 7.87% to 98.32%, with a mean and median discount of approximately 52.08% and 51.06% respectively. The Cancellation Price represents a discount to the Adjusted NAV per Share of approximately 76.08%, which is a discount higher than the average and median discounts, but falls within the range of those of the Privatisation Precedents.

Based on the above, while the discount to the Adjusted NAV as represented by the Cancellation Price is higher than three of the four Privatisation Precedents, the Proposal on the other hand offers significant premiums over historical market prices ranging from approximately 71.28% to 80.22%, higher than most of the premiums offered under the Privatisation Precedents. We also note that the Cancellation Price

represents a P/B ratio higher than the mean and median P/B ratios of the Property Investment Peers, as analysed in the sub-section above headed “4(f). Peer comparison”. In our view, considering the backdrop of the Company’s specific circumstances regarding its net losses (mainly resulting from fair value loss on investment properties) and absence of dividend distribution to Shareholders from 2022 to the first half of 2025 and the low trading liquidity of the Shares as discussed in the sub-section above headed “4(b). Trading liquidity of the Shares”, the Proposal provides an exit opportunity for the Disinterested Scheme Shareholders at a fixed cash price, enabling them to enjoy relatively high premiums over historical market prices.

## **DISCUSSION**

The Group is engaged in the businesses of property agency services, property investment and the provision of credit, principally in the non-residential property market in Hong Kong. In the past few years, the operating results of the Group have been affected by the general downturn in this sector, in particular the fair value losses on the Group’s investment properties. This is further demonstrated in the latest published Profit Warning Statement, which stated that the fair value loss on investment properties led to the expectation of a deterioration in financial results in 2025 as compared to 2024, despite that the Group would otherwise record an operating profit (before such fair value loss) for the first eleven months of 2025. While the property agency and credit businesses of the Group have largely been stable, the fair value of the Group’s investment properties remains under pressure, and that the Group’s future operating performance is expected to remain mixed and subject to various uncertainties, depending on Hong Kong’s economic growth and the performance of the non-residential property sector.

The Cancellation Price of HK\$0.133 per Scheme Share, which will not be increased, represents substantial premiums in the range of approximately 71.28% to 80.22% over the average closing prices of the Shares for different periods of up to the last 90 days prior to publication of the Announcement. Save for a brief period in mid-2023, the Shares have been trading consistently below the Cancellation Price during the past three years. While there were trading activities for a vast majority of the trading days during the 90-Trading-Day Period, trading of the Shares was not considered to be active taking into account the monthly trading volumes and the dollar values of the Shares. As at the Latest Practicable Date, the Shares closed at HK\$0.120, representing a discount of approximately 9.77% to the Cancellation Price.

Based on our research on Hong Kong listed peers, Midland is the only listed company principally engaged in property agency business in Hong Kong. Based on the Cancellation Price, the Company’s P/E ratios (based on the Adjusted Profit) are higher than that of Midland, but the Company’s P/B ratio is lower than that of Midland. Midland focuses on the residential property market and a majority of its assets represents working capital items, unlike the Group’s principal assets being its portfolio of investment properties, which made a comparison difficult. As an alternative, we have identified ten Property Investment Peers with significant investment properties in Hong Kong. The P/B and P/E ratios (after excluding fair value loss on investment properties) as represented by the Cancellation Price were higher than, and therefore compare favourably with, the mean and median P/B and P/E ratios of the Property Investment Peers (excluding outlier).

The Group's assets are largely made up of tangible assets, with over half of the Group's total assets representing its investment properties, the fair value of which has been periodically assessed and reflected on the Group's consolidated balance sheet. Based on the Property Valuation Report set out in Appendix II to the Scheme Document, to which Disinterested Scheme Shareholders' attention is drawn, the investment properties of the Group were valued at HK\$835.6 million in aggregate as at 30 November 2025. The Cancellation Price represents a discount of approximately 76.08% to the Adjusted NAV of approximately HK\$0.556 per Share, which takes into account the above property valuation. All four successful Privatisation Precedents that we have identified had their offer prices representing different levels of discounts to net assets. The above 76.08% discount as represented by the Cancellation Price is higher than three of the four Privatisation Precedents. While this is the case, the Disinterested Scheme Shareholders do not control the Board and are not able to access the businesses or net assets of the Group, or realise the net asset value of the Group by disposing, if the Scheme does not become effective, the Group's assets and repaying its liabilities. The management of the Group has confirmed that there is no intention to dispose of its investment properties, as such properties are held for long-term rental income. It follows that if the Shares remain listed, any return to the Shareholders from their investment would most unlikely to come from the disposal of investment properties (which constitute over 50% of the Group's total assets), but instead be primarily in the form of future distribution of profit (in this respect, we note the absence of dividend distribution to Shareholders in recent years). The other recourse for Shareholders would be the sale of the Shares on the Stock Exchange by the Shareholders. We note that the Shares had historically been trading at significant discounts to the Group's net assets, and closed on the Last Full Trading Day at a discount of approximately 87.39% to net assets. From the standpoint of a minority shareholder, in these circumstances, the most realistic approach in assessing the value of its shares is with reference to the market price. In this respect, the Cancellation Price represents premiums over closing prices of the Shares towards the high end of the Privatisation Precedents.

We consider that both the Adjusted NAV and the historical market prices of the Shares to be relevant in assessing the Cancellation Price, and with their respective characteristics, including (for the Adjusted NAV) the Disinterested Scheme Shareholders' inability to control or realise the net assets of the Group, and (for the historical market prices of the Shares) the low trading liquidity of the Shares and the deep discounts to net assets as reflected in historical market prices of the Shares. As disclosed above, there were trading activities for a vast majority of the trading days during the 90-Trading-Day Period, we are of the view that the comparisons between the Cancellation Price and the historical prices of the Shares represent meaningful analyses for the Disinterested Scheme Shareholders when considering the merits of the Proposal against similar privatisation precedents. As shown in our analysis of the Privatisation Precedents, the relevant privatisation offer is often a compromise between net asset value (as represented by the offer price's discount to net asset value) and the historical market prices of the shares (as represented by the offer price's premiums over market). Although a full realisation of the Adjusted NAV of approximately HK\$0.556 per Share to the Disinterested Scheme Shareholders is not available under the Proposal compared to the Cancellation Price of HK\$0.133, nevertheless after considering the factors discussed above, together with backdrop of the Company's specific circumstances regarding its net losses, the absence of dividend distribution to Shareholders in recent years, and the low trading liquidity of the Shares, we are of the view that the Cancellation Price, despite

its approximately 76.08% discount to the Adjusted NAV, is fair and reasonable, and that the Proposal provides an exit opportunity at a fixed cash price, which represents substantial premiums over historical market prices.

#### **OPINION AND RECOMMENDATION**

Based on the above principal factors and reasons, we consider the Proposal and the Scheme are fair and reasonable so far as the Disinterested Scheme Shareholders are concerned. Accordingly, we advise the Independent Board Committee to recommend the Disinterested Scheme Shareholders to vote in favour of the relevant resolutions to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme.

Yours faithfully,  
for and on behalf of

**SOMERLEY CAPITAL LIMITED**

**M. N. Sabine**  
Chairman

**John Wong**  
Director

*Mr. M. N. Sabine is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Somerley Capital Limited, which is licensed under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. He has over forty years of experience in the corporate finance industry.*

*Mr. John Wong is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Somerley Capital Limited. He has over fifteen years of experience in the corporate finance industry.*

*This Explanatory Memorandum constitutes the statement required under Order 102, rule 20(4)(e) of the Grand Court Rules of the Cayman Islands (as revised).*

## **A SCHEME OF ARRANGEMENT**

### **(UNDER SECTION 86 OF THE COMPANIES ACT)**

#### **1. INTRODUCTION**

Pursuant to the Announcement, the Offeror and the Company jointly announced that on 3 December 2025, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of the Scheme.

If the Proposal is approved and implemented:

- (a) all the Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished on the Effective Date in exchange for the payment by the Offeror to the Scheme Shareholders of the Cancellation Price of HK\$0.133 in cash for each Scheme Share;
- (b) upon the cancellation and extinguishment of the Scheme Shares, the issued share capital of the Company will be increased to its former amount by the issuance to the Offeror, credited as fully paid, of the same number of new Shares as the number of Scheme Shares cancelled and extinguished. The reserve created in the Company's books of account as a result of any reduction in issued share capital will be applied to the paying up in full of the new Shares so issued, credited as fully paid, to the Offeror; and
- (c) the listing of the Shares on the Stock Exchange will be withdrawn with effect after the Effective Date.

The purpose of this Explanatory Memorandum is to explain the terms and effects of the Proposal and to provide the Scheme Shareholders with other relevant information in relation to the Scheme.

The particular attention of the Scheme Shareholders is drawn to the following sections of this Scheme Document: (a) the "Letter from the Board" in Part III of this Scheme Document; (b) the "Letter from the Independent Board Committee" in Part IV of this Scheme Document; (c) the "Letter from the Independent Financial Adviser" in Part V of this Scheme Document; and (d) the terms of the Scheme as set out in Appendix VI to this Scheme Document.

**2. TERMS OF THE PROPOSAL****Cancellation Price**

Under the Scheme, the Cancellation Price will be in the amount of HK\$0.133 per Scheme Share, which amount will be payable by the Offeror to the Scheme Shareholders in the form of cash.

As at the Latest Practicable Date, (i) the Company has not announced or declared any dividend, distribution or other return of capital which remains unpaid; and (ii) the Company does not intend to announce, declare, or pay any dividend, distribution or other return of capital on or before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

**Comparison of value**

The Cancellation Price of HK\$0.133 per Scheme Share represents:

- (i) a premium of approximately 10.83% over the closing price of HK\$0.12 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a premium of approximately 77.33% over the closing price of HK\$0.075 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a premium of approximately 77.33% over the closing price of HK\$0.075 per Share as quoted on the Stock Exchange on the Last Full Trading Day;
- (iv) a premium of approximately 79.25% over the average closing price of approximately HK\$0.074 per Share based on the daily closing prices as quoted on the Stock Exchange for the 5 trading days up to and including the Last Full Trading Day;
- (v) a premium of approximately 80.22% over the average closing price of approximately HK\$0.074 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 trading days up to and including the Last Full Trading Day;
- (vi) a premium of approximately 75.23% over the average closing price of approximately HK\$0.076 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Full Trading Day;
- (vii) a premium of approximately 71.86% over the average closing price of approximately HK\$0.077 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Full Trading Day;

- (viii) a premium of approximately 69.88% over the average closing price of approximately HK\$0.078 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Full Trading Day;
- (ix) a discount of approximately 78.34% to the audited consolidated net asset value per Share attributable to the equity holders of the Company of approximately HK\$0.614 as at 31 December 2024 (calculated based on the audited consolidated net asset value of the Company attributable to the equity holders of the Company of approximately HK\$1,108,593,000 as at 31 December 2024 and 1,805,282,608 Shares in issue as at the Latest Practicable Date);
- (x) a discount of approximately 77.65% to the unaudited consolidated net asset value per Share attributable to the equity holders of the Company of approximately HK\$0.595 as at 30 June 2025 (calculated based on the unaudited consolidated net asset value of the Company attributable to the equity holders of the Company of approximately HK\$1,074,320,000 as at 30 June 2025 and 1,805,282,608 Shares in issue as at the Latest Practicable Date); and
- (xi) a discount of approximately 76.08% to the Adjusted NAV attributable to the Shareholders per Share of approximately HK\$0.556. The Adjusted NAV is calculated by taking into account the effect of the valuation of the property interest attributable to the Group as of 30 November 2025. For details of Adjusted NAV, please refer to the section headed “5. *Property Interests and Adjusted Net Asset Value*” set out in Appendix I to the Scheme Document.

**Regarding the fairness and reasonableness of the Cancellation Price, notwithstanding its discount to the Company’s Adjusted NAV, Shareholders are also strongly urged to read carefully the section headed “*Comparison of value*” in the Letter from the Board set out in Part III to this Scheme Document, the section headed “4. *Reasons for and Benefits of the Proposal*” set out below in this Explanatory Memorandum, the advice of the Independent Financial Adviser set out in Part V of this Scheme Document and the recommendations set out in the letter from the Independent Board Committee in Part IV of this Scheme Document.**

**The Cancellation Price is final and will not be adjusted. The Offeror will not increase the Cancellation Price and does not reserve the right to do so. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Cancellation Price.**

The Cancellation Price has been determined by the Offeror after taking into account factors including the prevailing net losses suffered by the Group, the continued trend of fair value loss from the revaluation of the Group’s investment properties as illustrated under the section headed “*Comparison of value*” in the “Letter from the Board” set out in Part III to this Scheme Document, the historical market prices for the



Shares which have traded consistently below the Company's consolidated net asset value, the relatively illiquid nature of the principal assets which limits the Company's ability to readily realise them at their full value, and the factors set out in the section headed "4. *Reasons for and benefits of the Proposal*" set out below, with reference to the pricing premium in comparable privatisation transactions in recent years.

### **Highest and lowest prices**

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.123 per Share on 11 December 2025, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.071 per Share on 26 November 2025.

## **3. FINANCIAL RESOURCES**

On the basis of the Cancellation Price of HK\$0.133 per Scheme Share and 672,729,180 Scheme Shares in issue as at the Latest Practicable Date, and assuming that there is no change in the shareholding of the Company before the Scheme Record Date, the maximum amount of cash consideration required for the cancellation of the Scheme Shares is approximately HK\$89,472,981.

The Offeror intends to finance the cash requirement for the Proposal through its internal financial resources.

Odysseus Capital has been appointed as the financial adviser to the Offeror in respect of the Proposal, and is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the maximum amount of cash consideration required to implement the Proposal.

## **4. REASONS FOR AND BENEFITS OF THE PROPOSAL**

The Offeror believes that the Proposal, if implemented, represents a responsible and attractive proposition for the Scheme Shareholders. It is intended to provide a compelling opportunity to fully exit their investments with certainty and realize immediate value during these uncertain times.

### **1.1 For the Scheme Shareholders:**

#### ***(a) An opportunity to crystallize value amidst challenges in the non-residential property market***

The Offeror believes that the non-residential property segment is currently navigating a period of challenge and adjustment and noted the broader credit environment has become increasingly cautious regarding this segment, as evidenced by recent banking sector data as further provided below.



According to Hang Seng Bank Limited's 2025 interim report, expected credit losses and impairment charges surged over 220% from HK\$1,500 million in the first half of 2024 to HK\$4,861 million in the first half of 2025. Such increase was primarily driven by stress in the Hong Kong non-residential property segment, with an increase in allowance for expected credit losses related to non-residential property lending in Hong Kong of HK\$2,540 million in the first half of 2025 which comprised over half of their expected credit loss expense recognized for the period.

Similar strain signals were noted from other recent banking sector data, for instance, it is noted that Standard Chartered PLC increased provisions for its Hong Kong commercial real estate loans by 41% quarter-over-quarter in the second quarter of 2025 to US\$116 million; BOC Hong Kong (Holdings) Limited increased their total impairment allowances for Hong Kong commercial property related credit by 94%, rising to HK\$2,966 million as at 30 June 2025; and The Hongkong and Shanghai Banking Corporation Limited also reported a 100% increase in their expected credit losses and other credit impairment charges rising to HK\$3,538 million in the first half of 2025, which was heavily driven by the Hong Kong commercial real estate sector.

The Offeror believes that such significant increases in provisions for local non-residential property-backed loan defaults underscored an obscured outlook facing the non-residential property market, which added uncertainty to the growth of the Group's agency business and impacted its ability to liquidate its non-residential property portfolios if needed, without resulting in write-downs, given the continuing pressure on fair-values.

While the interim report of the Company for the six months ended 30 June 2025 noted some signs of improvements in transaction volumes in the non-residential property segment, a full market recovery remains challenging to predict as the segment continues to grapple with the impacts of various challenges.

***(b) An opportunity to exit in the midst of uncertainties surrounding the financial performance of the Group***

Reflecting the market constraints faced by the Group and despite its turnaround efforts, the Group's revenue has declined over the recent consecutive years, from HK\$541,319,000 in 2021 to HK\$356,856,000 in 2024, and profit and loss attributable to the equity holders has deteriorated from a net profit position of HK\$49,839,000 in 2021 to sustained net losses throughout 2022 (HK\$3,689,000), 2023 (HK\$733,000), and 2024 (HK\$26,043,000).

As disclosed in the interim report of the Company for the six months ended 30 June 2025, although revenue for the half year period saw a slight increase from HK\$201,530,000 in 2024 to HK\$240,538,000 in 2025, the Group continued

to record a net loss attributable to the equity holders amounting to HK\$33,343,000 for the period comprising a revaluation write-down of investment properties in excess of HK\$47,200,000.

The Proposal, if implemented, offers Scheme Shareholders a chance to exit amidst the uncertainties associated with the Group's performance in a challenging environment.

**Shareholders and potential investors should refer to the latest financial information published by the Company, including the business review and the management discussion and analysis therein, for details on the financial performance and prospects of the Group.**

***(c) A route to exit at a premium amidst sustained weak performance and liquidity of the Shares in the absence of dividend distributions***

The Offeror recognizes that the liquidity of the Shares has been relatively low (i.e. 0.062%) when compared to the total number of Shares available for trading, i.e. being the total number of issued Shares other than the Shares held by the Offeror, which may make it difficult for Shareholders wishing to sell their Shares to exit through the open market in substantial quantities without affecting the price.

The average daily trading volume of the Shares for the preceding 12 months up to the Announcement Date was 416,171 Shares, which represented 0.02% of the total issued Shares. Additionally, the Shares have been range-bound over the same period between HK\$0.053 and HK\$0.093 (the 52-week high and low prices prior to and including the Announcement Date), indicating a lack of market re-rating of the price for the Shares. Even over the 12 months ended the Latest Practicable Date, the average daily trading volume remained low at 718,756 Shares, representing approximately 0.040% of the total issued Shares, with the price range limited between HK\$0.055 and HK\$0.123 (the 52-week high and low prices prior to and including the Latest Practicable Date). This further demonstrates the persistent liquidity constraints, even following the announcement of the Scheme.

The Cancellation Price of HK\$0.133 per Scheme Share represents a substantial premium of approximately 77.33% to the closing price on the Last Full Trading Day and approximately 75.54%, 71.32%, and 69.19% to the 30, 60, and 120-day average closing prices respectively up to and including the Last Trading Day.

No dividends have been declared and distributed by the Company to Shareholders in the past three financial years. The lack of income returns to Shareholders further reinforces the attractiveness of a certain cash exit.

The Offeror believes that the Proposal, if implemented, will offer the Scheme Shareholders a valuable and timely opportunity to recuperate their entire investment in the Company at a substantial market premium, allowing them to reallocate capital to alternative investment opportunities with clearer outlook and greater certainty.

## **1.2 For the Company:**

### ***(a) Reducing the costs and expenses related to the listing status***

The Proposal and subsequent privatisation would allow the Company to reduce the administrative costs and management resources associated with maintaining a public listing status for the Shares and allow the Group to concentrate and focus its resources to face the operating challenges ahead.

### ***(b) Equity financing does not represent an attractive financing option for the Company***

Given the Group has been loss-making for consecutive years and the Shares have been consistently and thinly traded at a low value, the Offeror believes that it is unlikely to see significant improvement in the market price and trading volume for the Shares nor will the Company be able to properly utilise its listing status to raise funds from the equity market without severely diluting existing Shareholders' interests.

As (a) Mr. Freddie Wong is the Chairman of the Company and an executive Director and a director and the sole ultimate beneficial shareholder of the Offeror; (b) Ms. Angela Wong is an executive Director, a director of the Offeror and the daughter of Mr. Freddie Wong; and (c) Mr. Alexander Wong is an executive Director and the son of Mr. Freddie Wong, they are considered to have material interest in the Proposal and the Scheme, and are required to abstain and have abstained from voting on the board resolutions of the Company in relation to the Proposal and the Scheme. Save as disclosed above, no other Director has a material interest in the Proposal and the Scheme, or is required to abstain from voting on the board resolutions of the Company in relation to the Proposal and the Scheme.

The Independent Board Committee, having considered the terms of the Proposal, and having taken into account the advice of the Independent Financial Adviser, and in particular the factors, reasons and recommendations set out in its letter, considers that the Proposal and the Scheme are fair and reasonable to the Disinterested Scheme Shareholders and recommends the Disinterested Scheme Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme.

**Disinterested Scheme Shareholders are reminded to refer to the details of the Proposal set out in this Scheme Document, including the advice of the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee in respect of the Proposal and the Scheme, before deciding whether or not to accept the Proposal.**

## **5. CONDITIONS OF THE PROPOSAL AND THE SCHEME**

The Proposal and the Scheme will only become effective and binding on the Company and all of the Scheme Shareholders if the following Conditions are fulfilled or waived (as applicable):

- (a) the approval of the Scheme (by way of poll) by the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting in accordance with the prevailing requirements of section 86 of the Companies Act as at the date of the Court Meeting;
- (b) the approval of the Scheme (by way of poll) at the Court Meeting by the Disinterested Scheme Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by the Disinterested Scheme Shareholders that are cast either in person or by proxy at the Court Meeting and the number of votes cast by Disinterested Scheme Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all Scheme Shares held by the Disinterested Scheme Shareholders;
- (c) (i) the passing of a special resolution by a majority of at least 75% of the votes cast by the Shareholders present and voting in person or by proxy at the EGM to approve and give effect to any reduction of the issued share capital of the Company as a result of cancelling and extinguishing the Scheme Shares and (ii) after the above reduction of share capital of the Company, the passing of an ordinary resolution by a simple majority of the votes cast by the Shareholders present and voting in person or by proxy at the EGM to immediately thereafter increase the number of issued Shares in the issued share capital of the Company to the number prior to the cancellation and extinguishment of the Scheme Shares and the application of the credit arising in the Company's books of accounts as a result of the aforesaid reduction of share capital to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme, credited as fully paid, for allotment and issuance to the Offeror;
- (d) the Grand Court's sanction of the Scheme (with or without modification) under section 86(2A) of the Companies Act and if necessary its confirmation of any reduction of the issued share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares, and the delivery to the

Registrar of Companies in the Cayman Islands of a copy of the order of (and if necessary, minutes approved by) the Grand Court in respect of the reduction of the issued share capital of the Company for registration;

- (e) compliance, to the extent necessary, with the procedural requirements and conditions, if any, under sections 15 to 17 of the Companies Act in relation to the reduction of the issued share capital of the Company involved in the Scheme;
- (f) all Approvals which are (i) required in connection with the Proposal by (1) the Applicable Laws or (2) any licenses, permits or contractual obligations of the Company; and (ii) material in the context of the Group (taken as a whole), having been obtained (or, as the case may be, completed) and remaining in full force and effect without modification up to and as at the Effective Date;
- (g) no Authority in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry (or enacted or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order), in each case, which would make the Proposal or its implementation in accordance with its terms void, unenforceable, illegal or impracticable (or which would impose any material and adverse conditions or obligations with respect to the Proposal);
- (h) all the Applicable Laws having been complied with and no legal or regulatory requirement having been imposed by any Authority which is not expressly provided for, or is in addition to the requirements expressly provided for, in the Applicable Laws in connection with the Proposal which are material in the context of the Group (taken as a whole), in each case up to and as at the Effective Date;
- (i) the Company remaining solvent and not being subject to any insolvency, bankruptcy or other similar proceedings and no liquidator, receiver or other person carrying out any similar function having been appointed in any jurisdiction in respect of the whole or any substantial part of the assets and undertakings of the Group; and
- (j) since the Announcement Date, there having been no adverse change to the business, financial or trading position of the Group taken as a whole, to an extent that is material in the context of the Proposal or the Scheme.

The Conditions set out in paragraphs (a) to (e), (f)(i)(1) and (i) above cannot be waived. The Offeror reserves the right to waive all or any of the Conditions in paragraphs (f)(i)(2), (f)(ii), (g), (h) and (j) in whole or in part. The Company does not have the right to waive any of the Conditions. All of the above Conditions will have to be fulfilled or waived, as applicable, on or before the Long Stop Date (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Executive may consent and the Grand Court may direct), failing which the Scheme will not become effective and the Proposal will lapse.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not proceeding with the Proposal or the Scheme if the circumstances which give rise to the right to invoke such Condition are of material significance to the Offeror in the context of the Proposal or the Scheme.

As at the Latest Practicable Date and based on the information available to the Offeror and the Company, other than the Approvals listed in the Conditions in paragraphs (a) to (e) (inclusive), the Offeror and the Company are not aware of any other Approvals which are required as set out in the Condition in paragraph (f) above, and the Offeror and the Company are also not aware of any other circumstances which may result in any of the Conditions in paragraphs (f) to (j) (inclusive) not being satisfied. In particular, as at the Latest Practicable Date, the Company is not aware of any Authority in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry as set out in the Condition in paragraph (g).

As at the Latest Practicable Date, save for the Conditions set out in paragraphs (g), (h), (i) and (j) which have been fulfilled (but subject to their ongoing fulfilment), none of the Conditions have been fulfilled or waived (where applicable).

If approved, the Scheme will be binding on the Company and all the Scheme Shareholders, irrespective of whether or not they have attended or voted at the Court Meeting and/or the EGM.

**Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme are subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented, and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, stockbroker, bank manager, solicitor, professional accountant or other professional advisers and obtain independent professional advice.**

## **6. SHAREHOLDING STRUCTURE OF THE COMPANY**

As at the Latest Practicable Date:

- (a) the issued share capital of the Company comprises 1,805,282,608 Shares, all of which are fully paid or credited as fully paid;
- (b) save for the 54,000,000 outstanding Share Options, among which (i) 18,000,000 Share Options are held by Mr. Freddie Wong; (ii) 18,000,000 Share Options are held by Mr. Alexander Wong; and (iii) 18,000,000 Share Options are held by Ms. Angela Wong, the Company has no outstanding options, warrants, derivatives, convertible securities or other relevant securities in respect of shares held, controlled or directed by the Offeror or the Offeror Concert Parties, or outstanding derivatives in respect of the securities of the Company entered into by the Offeror or the Offeror Concert Parties;

- (c) save for the 54,000,000 outstanding Share Options, the Company has no outstanding convertible securities, options, warrants, derivatives or other relevant securities issued by the Company that carry a right to subscribe for or which are convertible into Shares;
- (d) save for the 1,132,553,428 Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong (representing approximately 62.74% of the issued share capital of the Company), none of the Offeror and the Offeror Concert Parties (except for Mr. Freddie Wong) beneficially owns, controls or has direction over any Shares;
- (e) the Scheme Shares comprise a total of 672,729,180 Shares held or beneficially owned by the Scheme Shareholders, representing approximately 37.26% of the issued share capital of the Company;
- (f) neither the Offeror nor any of the Offeror Concert Parties had entered into any outstanding derivative in respect of the securities in the Company;
- (g) neither the Offeror nor any of the Offeror Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (h) save as disclosed in sub-paragraphs (b) and (d) above, there are no convertible securities, warrants or options in respect of the Shares held, controlled or directed by the Offeror and the Offeror Concert Parties; and
- (i) save for the aggregate of 1,480,000 Shares purchased by the Offeror during the period from 9 June 2025 to 27 June 2025 with an average price of HK\$0.0828 per Share and the highest price of HK\$0.085 per Share, none of the Offeror and the Offeror Concert Parties had any dealings for value in the Shares during the Relevant Period.

Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong will not form part of the Scheme Shares. Other than the Shares held by the Offeror, the Offeror Concert Parties do not hold or (except for Mr. Freddie Wong) beneficially own any Shares.

Upon the Scheme becoming effective, the Company will be directly wholly-owned by the Offeror.



On the assumption that there is no other change in the shareholding structure of the Company before the Effective Date, the table below sets out the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Proposal:

Shareholders	As at		Immediately upon	
	the Latest Practicable Date		completion of the Proposal	
	<i>No. of Shares</i>	<i>Approximate % (Note 1)</i>	<i>No. of Shares</i>	<i>Approximate % (Note 1)</i>
Offeror and Offeror Concert Parties ( <i>Notes 2, 3</i> )	1,132,553,428	62.74	1,805,282,608	100.00
Scheme Shareholders	672,729,180	37.26	–	–
<b>Total number of Shares</b>	<b>1,805,282,608</b>	<b>100.00</b>	<b>1,805,282,608</b>	<b>100.00</b>

*Notes:*

- (1) All percentages in the above table are approximations and the shareholding percentages in the table are subject to rounding adjustment.
- (2) The Shares held by the Offeror will not form part of the Scheme Shares and will not be voted at the Court Meeting. Under the Scheme, Shares held by the Offeror will not be cancelled and extinguished. The issued share capital of the Company will, on the Effective Date, be reduced by cancelling and extinguishing the Scheme Shares, and forthwith upon such reduction, the issued share capital of the Company will be increased to its former amount by the issuance to the Offeror, credited as fully paid, of the same number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished.
- (3) As at the Latest Practicable Date, (a) the Offeror holds 1,132,553,428 Shares; (b) the Offeror Concert Parties do not hold any Shares; and (c) there are 54,000,000 outstanding Share Options issued by the Company, among which (i) 18,000,000 Share Options are held by Mr. Freddie Wong; (ii) 18,000,000 Share Options are held by Mr. Alexander Wong; and (iii) 18,000,000 Share Options are held by Ms. Angela Wong.
- (4) As at the Latest Practicable Date, save for (i) the deemed interest of Mr. Freddie Wong in respect of the Shares held by the Offeror; and (ii) interests of Mr. Freddie Wong, Mr. Alexander Wong and Ms. Angela Wong in respect of the outstanding Share Options, none of the other Directors are interested (within the meaning of Part XV of the SFO) in the Shares or the underlying Shares.

## 7. INFORMATION ON THE OFFEROR AND THE OFFEROR CONCERT PARTIES

### The Offeror

The Offeror is an investment holding company incorporated in the BVI with limited liability by shares and is indirectly and beneficially wholly-owned by Mr. Freddie Wong through Luck Gain. As at the Latest Practicable Date, other than holding interests in the Shares, the Offeror has not engaged in any business activities. As at the Latest Practicable Date, the directors of the Offeror are Mr. Freddie Wong, Ms. Tang Mei Lai, Metty and Ms. Angela Wong and Mr. Freddie Wong is the sole ultimate beneficial shareholder of the Offeror.



**Mr. Freddie Wong**

Mr. Freddie Wong is the Chairman of the Company and an executive Director, and a director and the sole ultimate beneficial shareholder of the Offeror.

**Mr. Alexander Wong**

Mr. Alexander Wong is an executive Director and the son of Mr. Freddie Wong.

**Ms. Tang Mei Lai, Metty**

Ms. Tang Mei Lai, Metty is the spouse of Mr. Freddie Wong.

**Ms. Angela Wong**

Ms. Angela Wong is an executive Director, a director of the Offeror and the daughter of Mr. Freddie Wong.

**Luck Gain**

Luck Gain is a company incorporated in the BVI with limited liability by shares which is directly and beneficially wholly-owned by Mr. Freddie Wong as at the Latest Practicable Date. The directors of Luck Gain are Mr. Freddie Wong, Ms. Tang Mei Lai, Metty and Ms. Angela Wong.

**8. INFORMATION ON THE GROUP**

The Company is an investment holding company and the principal business activities of the Group are provision of property agency services in respect of commercial and industrial properties and shops, properties investment, credit business and securities investment in Hong Kong.

Your attention is also drawn to Appendices I to III to this Scheme Document for further information on the Group.

**9. THE INTENTIONS OF THE OFFEROR IN RELATION TO THE GROUP**

As at the Latest Practicable Date, the Offeror intends that the Group will continue to carry on its existing businesses, and the Offeror has no intention, upon the Scheme becoming effective, to make any material change to the existing businesses and/or material disposal or redeployment of assets of the Group, or to make any significant changes to the continued employment of employees of the Group as a result of the implementation of the Proposal other than any change which the Group may from time to time implement in the ordinary course of business.

The Group will continue to work with its customers and business partners in existing and future endeavours to grapple with business challenges.

**10. WITHDRAWAL OF THE LISTING OF THE SHARES**

Upon the Scheme becoming effective, all the Scheme Shares will be cancelled and extinguished and the share certificates for the Scheme Shares will thereafter cease to have effect as documents or evidence of title.

The Company will make an application for the listing of the Shares to be withdrawn from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, with effect after the Effective Date.

The Shareholders will be notified by way of an announcement of the dates of the last day for dealing in the Shares and the day on which the Scheme and the withdrawal of the listing of the Shares on the Stock Exchange will become effective. An indicative expected timetable in relation to the Proposal is included in the “Expected Timetable” in Part II of this Scheme Document.

**11. IF THE SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES**

Subject to the requirements of the Takeovers Code, the Scheme will lapse if any of the Conditions has not been fulfilled or waived, as applicable, on or before the Long Stop Date. The listing of the Shares on the Stock Exchange will not be withdrawn if the Scheme does not become effective or the Proposal otherwise lapses.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under Rule 31.1 of the Takeovers Code on the Offeror making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

**12. COSTS OF THE SCHEME**

Pursuant to Rule 2.3 of the Takeovers Code, if the Scheme is not approved and the Proposal is either not recommended by the Independent Board Committee or not recommended as fair and reasonable by the Independent Financial Adviser, all costs and expenses incurred by the Company and the Offeror in connection with the Proposal shall be borne by the Offeror.

**13. REGISTRATION AND PAYMENT****Entitlements of the Scheme Shareholders to receive the Cancellation Price**

Assuming that the Scheme Record Date falls on Friday, 20 March 2026, it is proposed that the Register will be closed from Wednesday, 11 March 2026 onwards (or such other date as the Shareholders may be notified by announcement) in order to determine the entitlements of the Scheme Shareholders to receive the Cancellation Price. During such period, no transfer of Shares will be effected.

In order to qualify for such entitlements to receive the Cancellation Price under the Proposal, all transfers accompanied by the relevant share certificates must be lodged with the office of the Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 10 March 2026 (or such other date as the Shareholders may be notified by announcement).

#### **Payment of Cancellation Price to the Scheme Shareholders**

Upon the Scheme becoming effective, payment of the Cancellation Price will be made to the Scheme Shareholders whose names appear on the Register as at the Scheme Record Date in accordance with the terms of the Scheme. Cheques for payment of the Cancellation Price to the Scheme Shareholders will be despatched as soon as possible but in any event no later than seven (7) Business Days after the Effective Date. Assuming that the Scheme becomes effective on Friday, 20 March 2026 (Cayman Islands time), cheques for payment of the Cancellation Price to the Scheme Shareholders will be despatched on or before Tuesday, 31 March 2026.

Cheques for the payment of the Cancellation Price will be sent by ordinary post (by airmail where appropriate) in postage pre-paid envelopes addressed to such Scheme Shareholders at their respective registered addresses or, in the case of joint holders, to the registered address of that joint holder whose name then stands first in the Register in respect of the joint holding. For Beneficial Owners that hold Scheme Shares through a nominee (other than HKSCC Nominees), cheques issued in the name of the nominee will be sent by post in pre-paid envelopes addressed to the nominee. All such cheques will be posted at the risk of the persons entitled thereto and none of the Offeror, the Offeror Concert Parties, the Company, Odysseus Capital, Somerley Capital and the Hong Kong Branch Share Registrar and their respective beneficial owners, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible for any loss or delay in transmission.

For Beneficial Owners whose Scheme Shares are deposited in CCASS and registered under the name of HKSCC Nominees, cheque(s) will be in envelope(s) addressed to and made available for collection by HKSCC Nominees. Upon receipt of the cheque(s), HKSCC Nominees will cause such cash payment to be credited to the designated bank accounts of the relevant CCASS Participants in accordance with the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

As provided in the Scheme:

- (a) on or after the day being six (6) calendar months after the date of posting the cheques for the payment of the Cancellation Price, the Offeror shall have the right to cancel or countermand payment of any such cheque which has not been cashed or which has been returned uncashed, and shall place all monies represented thereby in a deposit account in the name of the Offeror (or its nominee) with a licensed bank in Hong Kong selected by the Offeror (or its nominee);

- (b) the Offeror (or its nominee) shall hold monies represented by such uncashed cheques until the expiry of six (6) years from the Effective Date and shall, prior to such date, make payments therefrom of the sums payable pursuant to the Scheme to persons who satisfy the Offeror (or its nominee) that they are respectively entitled thereto and the cheques of which they are payees have not been cashed. Any payments made by the Offeror shall not include an interest accrued on the sums to which the respective persons are entitled pursuant to the Scheme. The Offeror shall exercise its absolute discretion in determining whether or not it is satisfied that any person is so entitled, and a certificate of the Offeror to the effect that any particular person is so entitled or not so entitled, as the case may be, shall be conclusive and binding upon all persons claiming an interest in the relevant monies. On the expiry of six years from the Effective Date, the Offeror (and, if applicable, its nominee or successor company) shall be released from any further obligation to make any payments under the Scheme and the Offeror shall be absolutely entitled to the balance (if any) of the sums then standing to the credit of the abovementioned deposit account, including accrued interest (if any) subject, if applicable, to any deduction of interest, tax or any withholding tax or any other deduction required by law and expenses incurred; and
- (c) the Offeror shall exercise its absolute discretion in determining whether or not it is satisfied that any person is so entitled, and a certificate of the Offeror to the effect that any particular person is so entitled or not so entitled, as the case may be, shall be conclusive and binding upon all persons claiming an interest in the relevant monies.

Settlement of the Cancellation Price to which the Scheme Shareholders are entitled under the Scheme will be implemented in full in accordance with the terms of the Scheme, without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against any such Scheme Shareholder.

Assuming that the Scheme becomes effective, the Register will be updated accordingly to reflect the cancellation of all the Scheme Shares and the share certificates for the Scheme Shares will thereafter cease to have effect as documents or evidence of title as from the Effective Date.

Shareholders are recommended to consult their professional advisers if they are in doubt as to the above procedures.

#### **14. OVERSEAS SCHEME SHAREHOLDERS**

This Scheme Document has been prepared for the purposes of complying with the laws of Hong Kong and Cayman Islands, the Takeovers Code, the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this Scheme Document had been prepared in accordance with the laws of any other jurisdictions.

This Scheme Document is not intended to and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Offeror or the Company nor is it a solicitation of any vote or approval in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Offeror or the Company in any jurisdiction in contravention of applicable law.

The making and implementation of the Proposal to Scheme Shareholders who are not residents in Hong Kong may be affected by the applicable laws and regulations of the relevant jurisdictions. Any Scheme Shareholders and Beneficial Owners who are not residents in Hong Kong should inform themselves about and observe all the applicable legal, tax and regulatory requirements in their own jurisdictions. The Offeror and the Company do not represent that this Scheme Document may be lawfully distributed in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Offeror and the Company which is intended to permit a public offering or the distribution of this Scheme Document in any jurisdiction (other than Hong Kong) where action for that purpose is required. Accordingly, it is prohibited to (a) copy, distribute or publish all or part of this Scheme Document or any advertisement or other offering material in any jurisdiction; (b) disclose its content; or (c) use information contained therein for any purpose other than assessment of the Proposal, unless the information is already publicly available in another form.

It is the responsibility of any overseas Scheme Shareholders and Beneficial Owners wishing to take any action in relation to the Proposal to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, compliance with the necessary formalities and the payment of any issue, transfer or other taxes due from such Scheme Shareholders and Beneficial Owners in such jurisdictions. It is emphasized that none of the Offeror, the Offeror Concert Parties, the Company, Odysseus Capital, Somerley Capital, the Hong Kong Branch Share Registrar and any of their respective beneficial owners, directors, officers, employees, agents, affiliates or advisers or any other person involved in the Proposal accepts any responsibility in relation to the above.

Any action taken by such Scheme Shareholders or Beneficial Owners in respect of the Proposal and the Scheme will be deemed to constitute a representation and warranty from such persons to the Offeror and the Company and their respective advisers, including Odysseus Capital, and Somerley Capital, that those local laws and regulatory requirements have been complied with. If you are in doubt as to your position, you should consult your professional advisers. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, the above representation and warranty.

As at the Latest Practicable Date, there were two Scheme Shareholders whose addresses as shown in the Register was outside Hong Kong, and such overseas Scheme Shareholder had registered address in the United Kingdom and held 110,700 Shares (representing approximately 0.0061% of the total number of Shares in issue) in aggregate.

The Company had been advised by the local counsel in the aforementioned jurisdiction that there is no restriction under the laws or regulations in the aforementioned jurisdiction against extending the Scheme automatically or despatching this Scheme Document to such overseas Scheme Shareholders. Accordingly, the Scheme will be extended to and this Scheme Document will be despatched to such overseas Scheme Shareholders.

In the United Kingdom, any invitation or inducement to engage in investment activity (within the meaning of Section 21 of Financial Services and Markets Act 2000 (“FSMA”)) received in connection with the Scheme has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in circumstances in which Section 21(1) of FSMA does not apply to such invitation or to persons to whom it may otherwise lawfully be communicated. Accordingly, in the United Kingdom, this Scheme Document is being distributed only to, and is directed at, persons who fall within Article 43 (members or creditors of certain bodies corporate) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, as amended (relevant persons). The investment activity to which this Scheme Document relates is available only to, and any invitation, offer or agreement in connection with the Proposal will be engaged in only with relevant persons.

## **15. TAXATION AND INDEPENDENT ADVICE**

As the Scheme does not involve the sale and purchase of Hong Kong stock, no Hong Kong stamp duty will be payable pursuant to the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) on the cancellation of the Scheme Shares upon the Scheme becoming effective.

Scheme Shareholders, whether in Hong Kong or in other jurisdictions, are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of the Proposal and in particular, whether the receipt of the Cancellation Price will make them liable to taxation in Hong Kong or in other jurisdictions.

**It is emphasized that none of the Offeror, the Offeror Concert Parties, the Company, Odysseus Capital, Somerley Capital, the Hong Kong Branch Share Registrar and any of their respective beneficial owners, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible or has any liability for any tax or other effects on, or liabilities of, any person or persons as a result of their approval or rejection, or the implementation, of the Proposal. All Scheme Shareholders and/or Beneficial Owners shall be solely responsible for their liabilities (including tax liabilities) in relation to the Proposal.**

## **16. ACTIONS TO BE TAKEN**

Your attention is drawn to the section headed “Actions to be taken” on pages 1 to 7 of this Scheme Document.

**17. THE SCHEME AND THE COURT MEETING**

Pursuant to section 86 of the Companies Act, where an arrangement is proposed between a company and its members or any class of them, the Grand Court may, on the application of the company or any member of the company, order a meeting of the members of the company or class of members, as the case may be, to be summoned in such manner as the Grand Court directs.

It is expressly provided in section 86 of the Companies Act that if 75% in value of the members or class of members, as the case may be, present and voting either in person or by proxy at the meeting held as directed by the Grand Court as aforesaid, agree to any arrangement, the arrangement shall, if sanctioned by the Grand Court, be binding on all members or class of members, as the case may be, and also on the company.

**18. ADDITIONAL REQUIREMENTS AS IMPOSED BY RULE 2.10 OF THE TAKEOVERS CODE**

In addition to satisfying any requirements imposed by the Companies Act as summarised above, other than with the consent of the Executive to dispense with compliance or strict compliance therewith, Rule 2.10 of the Takeovers Code requires that the Scheme may only be implemented if:

- (a) the Scheme is approved by the Disinterested Scheme Shareholders holding at least 75% of the votes attaching to the Scheme Shares that are voted either in person or by proxy at the Court Meeting; and
- (b) the number of votes cast by the Disinterested Scheme Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all Scheme Shares held by all the Disinterested Scheme Shareholders.

As at the Latest Practicable Date, the Disinterested Scheme Shareholders held in aggregate 672,729,180 Scheme Shares. On that basis, 10% of the votes attached to Scheme Shares held by all the Disinterested Scheme Shareholders referred to in paragraph (b) above would therefore represent approximately 67,272,918 Scheme Shares as at the Latest Practicable Date.

**19. COURT MEETING AND EGM**

The Court Meeting will be held at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Friday, 20 February 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, approving (with or without modifications) the Scheme.

Such resolution will be passed under section 86 of the Companies Act if not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting voted in favour of the Scheme. However, the Scheme will only be considered to have been approved under the Takeovers Code if (a)



the Scheme is approved (by way of a poll) by at least 75% of the votes attaching to the Scheme Shares held by the Disinterested Scheme Shareholders that are voted either in person or by proxy at the Court Meeting; and (b) the number of votes cast (by way of a poll) against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all the Scheme Shares held by all the Disinterested Scheme Shareholders.

All Scheme Shareholders whose names appear on the Register as at the Meeting Record Date will be entitled to attend and vote, in person or by proxy, at the Court Meeting provided that only the votes of the Disinterested Scheme Shareholders will be taken into account in determining if Condition (b) in the paragraph headed “Conditions of the Proposal and the Scheme” above is satisfied.

As at the Latest Practicable Date, (i) the Offeror (which is beneficially owned by Mr. Freddie Wong) owned, controlled or had direction over 1,132,553,428 Shares, representing approximately 62.74% of the issued Shares; and (ii) the Offeror Concert Parties do not hold any Shares. Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong will not form part of the Scheme Shares and will not be cancelled upon the Scheme becoming effective.

None of the Shares beneficially owned or held by the Offeror will be voted at the Court Meeting. The Offeror will procure that any Shares in respect of which it is beneficially interested will not be represented or voted at the Court Meeting. The Offeror and the Offeror Concert Parties will undertake to the Grand Court that they will be bound by the Scheme and will execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by each of them for the purpose of giving effect to this Scheme.

All Shareholders will be entitled to vote on (i) the special resolution to be proposed at the EGM to approve and give effect to the reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares; and (ii) the ordinary resolution to be proposed at the EGM to increase the issued share capital of the Company to the amount prior to the cancellation and extinguishment of the Scheme Shares by issuing to the Offeror such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme and the application of the credit arising in the Company’s books of accounts as a result of the cancellation and extinguishment of the Scheme Shares in paying up in full at par value the new Shares issued to the Offeror.

The Offeror has indicated that, if the Scheme is approved at the Court Meeting, the Offeror will vote in favour of the resolution(s) to be proposed at the EGM. Voting at the Court Meeting and at the EGM will be taken by poll as required under the Listing Rules and the Takeovers Code.

An announcement will be jointly made by the Offeror and the Company in relation to the results of the Court Meeting and the EGM. Such announcement will contain the information as required by Rule 19.1 of the Takeovers Code. Information on the number of votes cast for and the number of votes cast against the Scheme and the number of CCASS Participants on whose instructions they are cast will be included in such announcement.



Notices of the Court Meeting and the EGM are set out in Appendix VII and Appendix VIII to this Scheme Document, respectively.

## **20. EXERCISE YOUR RIGHT TO VOTE**

If you are a Shareholder or a Beneficial Owner, the Offeror and the Company strongly encourage you to exercise your right to vote or give instructions to the relevant Registered Owner to vote in person or by proxy at the Court Meeting and at the EGM.

If you keep any Shares in a share lending programme, the Offeror and the Company urge you to recall any outstanding Shares on loan to avoid market participants using borrowed stock to vote.

If you are a Beneficial Owner whose Shares are deposited in CCASS, the Offeror and the Company encourage you to provide HKSCC Nominees with instructions or make arrangements with HKSCC Nominees in relation to the manner in which those Shares should be voted at the Court Meeting and at the EGM without delay and/or arrange for some or all of such Shares to be withdrawn from CCASS and transferred and registered in your name (as detailed in the paragraph headed “3. *Actions to be taken by Beneficial Owners whose Shares are deposited in CCASS*” in this section).

If you are a Registered Owner holding Shares on behalf of Beneficial Owners, the Offeror and the Company would be grateful if you would inform the relevant Beneficial Owners about the importance of arranging for such Shares to be voted.

If the Scheme becomes effective, it will be binding on all of the Scheme Shareholders, irrespective of whether or not they have attended or voted at the Court Meeting or EGM.

If you are in doubt as to the contents of this Scheme Document, any aspect of the Proposal or any action to be taken, you are encouraged to consult a licensed securities dealer or registered institution in securities, stockbroker, bank manager, solicitor, professional accountant or other professional adviser and obtain independent professional advice.

## **21. PETITION HEARING AT THE GRAND COURT**

ANY SCHEME SHAREHOLDERS WHO VOTED AT THE COURT MEETING (INCLUDING ANY BENEFICIAL OWNERS WHO GAVE VOTING INSTRUCTIONS TO A CUSTODIAN OR CLEARING HOUSE WHO SUBSEQUENTLY VOTED AT THE COURT MEETING) SHOULD NOTE THAT THEY ARE ENTITLED TO ATTEND OR APPEAR BY COUNSEL, AND BE HEARD ON THE HEARING OF THE PETITION AT THE GRAND COURT OF THE CAYMAN ISLANDS WHICH IS EXPECTED TO BE ON 13 MARCH, 2026 AT 10:00 A.M. (CAYMAN ISLANDS TIME), AT WHICH THE COMPANY WILL SEEK, AMONG OTHER THINGS, THE SANCTION OF THE SCHEME.

**22. RECOMMENDATION**

Your attention is drawn to the following:

- (a) the paragraph headed “*Recommendation*” in the letter from the Board set out in Part III of this Scheme Document;
- (b) the letter from the Independent Board Committee set out in Part IV of this Scheme Document; and
- (c) the letter from the Independent Financial Adviser set out in Part V of this Scheme Document.

**23. FURTHER INFORMATION**

Further information is set out in the appendices to, and elsewhere in, this Scheme Document, all of which form part of this Explanatory Memorandum.

Shareholders and Scheme Shareholders should rely only on the information contained in this Scheme Document. None of the Offeror, the Company, Odysseus Capital, Somerley Capital and the Hong Kong Branch Share Registrar and their respective directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal have authorized anyone to provide you with information that is different from that contained in this Scheme Document.

**24. PREVAILING TEXT**

In case of any inconsistency, the English language texts of this Scheme Document and the accompanying forms of proxy shall prevail over their respective Chinese language texts.

In case of any inconsistency between this “Explanatory Memorandum” section and the Scheme set out in Appendix VI to this Scheme Document, the latter shall prevail.

**25. GENERAL**

Given that the Proposal will be implemented by way of the Scheme, compulsory acquisition is not applicable and the Offeror has no powers of compulsory acquisition in relation to the Proposal and the Scheme.

## 1. FINANCIAL SUMMARY

Set out below is a summary of the audited consolidated financial information of the Group for each of the three years ended 31 December 2022, 2023 and 2024 and the unaudited condensed consolidated financial information of the Group for the six months ended 30 June 2024 and 2025. The figures for the years ended 31 December 2022, 2023 and 2024 are extracted from the annual reports of the Company for the respective years, and the figures for the six months ended 30 June 2024 and 2025 are extracted from the interim reports of the Company for the respective periods.

The consolidated financial statements of the Group for each of the three years ended 31 December 2022, 2023 and 2024 were audited by PricewaterhouseCoopers, Certified Public Accountants, Hong Kong and did not contain any modified opinion, emphasis of matter or material uncertainty related to going concern.

**Summary of Consolidated Income Statement and Consolidated Statement of Comprehensive Income**

Save as disclosed below, there was no item of any income or expense which was material in respect of the consolidated financial statements of the Group for each of the three years ended 31 December 2022, 2023 and 2024 and the unaudited condensed consolidated financial information of the Group for the six months ended 30 June 2024 and 2025.

	For the year ended 31 December			For the six months ended	
	2024	2023	2022	30 June	
	(HK\$'000)	(HK\$'000)	(HK\$'000)	2025	2024
	(audited)	(audited)	(audited)	(unaudited)	(unaudited)
Revenues	356,856	397,073	450,083	240,538	201,530
Fair value loss on investment properties	(53,900)	(26,700)	(11,301)	(47,200)	(3,400)
Other gains	12,003	7,342	2,798	166	285
Staff costs	(194,815)	(200,633)	(221,099)	(94,459)	(109,034)
Rebates	(61,521)	(74,476)	(114,816)	(93,150)	(29,060)
Advertising and promotion expenses	(6,625)	(6,923)	(9,452)	(2,393)	(3,280)
Operating lease charges in respect of shop premise	(550)	(163)	–	–	(390)
Depreciation of right-of-use assets	(17,077)	(23,962)	(27,723)	(7,297)	(8,961)
Depreciation of property and equipment	(4,567)	(5,283)	(3,793)	(1,462)	(2,355)
Net impairment losses on financial assets	(6,461)	(10,362)	(6,237)	(1,078)	(7,676)
Other operating costs	(30,676)	(33,787)	(50,519)	(18,701)	(17,871)
Operating (loss)/profit	(7,333)	22,126	7,941	(25,036)	19,788

**APPENDIX I**
**FINANCIAL INFORMATION OF THE GROUP**

	For the year ended 31 December			For the six months ended	
	2024	2023	2022	30 June	2024
	(HK\$'000) (audited)	(HK\$'000) (audited)	(HK\$'000) (audited)	(HK\$'000) (unaudited)	(HK\$'000) (unaudited)
Finance costs, net	(16,029)	(16,180)	(10,185)	(6,264)	(8,814)
(Loss)/profit before income tax	(23,362)	5,946	(2,244)	(31,300)	10,974
Income tax expense	(3,279)	(7,641)	(1,408)	(2,503)	(1,683)
Loss for the year	(26,641)	(1,695)	(3,652)	(33,803)	9,291
Loss for the year attributable to:					
– Equity holders of the Company	(26,043)	(733)	(3,689)	(33,343)	9,504
Non-controlling interests	(598)	(962)	37	(460)	(213)
	<u>(26,641)</u>	<u>(1,695)</u>	<u>(3,652)</u>	<u>(33,803)</u>	<u>9,291</u>
	<i>HK cents</i>	<i>HK cent</i>	<i>HK cent</i>	<i>HK cents</i>	<i>HK cent</i>
– (Loss)/earnings per share					
Basic and diluted	(1.443)	(0.041)	(0.204)	(1.847)	0.526
(Loss)/profit for the year/period	(26,641)	(1,695)	(3,652)	(33,803)	9,291
Other comprehensive income for the year					
<i>Item that will not be reclassified to profit or loss</i>					
Remeasurement of post-employment benefit obligation	1,191	24	3,524	–	–
Total comprehensive (loss)/income for the year/period	(25,450)	(1,671)	(128)	(33,803)	9,291
Total comprehensive (loss)/income for the year/period attributable to:					
– Equity holders of the Company	(24,852)	(709)	(165)	(33,343)	9,504
Non-controlling interests	(598)	(962)	37	(460)	(213)
	<u>(25,450)</u>	<u>(1,671)</u>	<u>(128)</u>	<u>(33,803)</u>	<u>9,291</u>

No dividend was paid or proposed for each of the three financial years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2024 and 2025, nor has any dividend been proposed since 30 June 2025.

## 2. CONSOLIDATED FINANCIAL STATEMENTS

The Company is required to set out or refer to in this Scheme Document the consolidated statement of financial position, consolidated statement of cash flows and any other primary statement as shown in the last published audited consolidated financial statements for the three years ended 31 December 2022, 2023 and 2024 and the published unaudited condensed consolidated interim financial information for the six months ended 30 June 2024 and 2025, together with significant accounting policies and the notes to the relevant published financial statements which are of major relevance to the appreciation of the above financial information.

The audited consolidated financial statements of the Company for the year ended 31 December 2022 (the “**2022 Financial Statements**”) are set out on pages 64 to 127 of the annual report of the Company for the year ended 31 December 2022 (the “**2022 Annual Report**”), which was published on 27 April 2023. The 2022 Annual Report is posted on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Please also see below direct link to the 2022 Annual Report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0427/2023042702733.pdf>

The audited consolidated financial statements of the Company for the year ended 31 December 2023 (the “**2023 Financial Statements**”) are set out on pages 64 to 127 of the annual report of the Company for the year ended 31 December 2023 (the “**2023 Annual Report**”), which was published on 25 April 2024. The 2023 Annual Report is posted on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Please also see below direct link to the 2023 Annual Report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0425/2024042500458.pdf>

The audited consolidated financial statements of the Company for the year ended 31 December 2024 (the “**2024 Financial Statements**”) are set out on pages 69 to 131 of the annual report of the Company for the year ended 31 December 2024 (the “**2024 Annual Report**”), which was published on 25 April 2025. The 2024 Annual Report is posted on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Please also see below direct link to the 2024 Annual Report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0425/2025042500873.pdf>

The unaudited condensed consolidated financial statements of the Company for the six months ended 30 June 2024 (the “**2024 Interim Financial Information**”) are set out on pages 18 to 44 of the interim report of the Company for the six months ended 30 June 2024 (the “**2024 Interim Report**”), which was published on 26 September 2024. The 2024 Interim Report is posted on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Please also see below a direct link to the 2024 Interim Report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0926/2024092600477.pdf>

The unaudited condensed consolidated financial statements of the Company for the six months ended 30 June 2025 (the “**2025 Interim Financial Information**”) are set out on pages 18 to 44 of the interim report of the Company for the six months ended 30 June 2025 (the “**2025 Interim Report**”), which was published on 18 September 2025. The 2025 Interim Report is posted on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Please also see below a direct link to the 2025 Interim Report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0918/2025091800342.pdf>

The 2022 Financial Statements, the 2023 Financial Statements, the 2024 Financial Statements, the 2024 Interim Financial Information and the 2025 Interim Financial Information (but not any other part of the 2022 Annual Report, the 2023 Annual Report, the 2024 Annual Report, the 2024 Interim Report and the 2025 Interim Report in which they respectively appear) are incorporated by reference into this Scheme Document and form part of this Scheme Document.

No figures are not comparable to a material extent because of a change in accounting policy for the last three financial years and the two interim periods.

### **3. STATEMENT OF INDEBTEDNESS**

As at the close of business on 30 November 2025, being the latest practicable date for the purpose of this statement of indebtedness prior to the publication of this Scheme Document, the Group had outstanding bank loans of approximately HK\$227.7 million that are guaranteed by the Group with approximately HK\$323.9 million and secured by pledge of certain investment properties held by the Group with a fair value of approximately HK\$585.1 million. In addition, the Group had lease liabilities of approximately HK\$16.8 million and an amount due to non-controlling interests of HK\$210,000 as at 30 November 2025.

Save as aforesaid and apart from intra-group liabilities and normal accounts payables in the ordinary course of business, the Group did not have any bank overdrafts or loans, or other similar indebtedness, mortgages, charges, or guarantees or other material contingent liabilities at the close of business on 30 November 2025.

#### 4. MATERIAL CHANGE

The Directors confirm that, save and except as disclosed below, there had been no material change in the financial or trading position or outlook of the Group since 31 December 2024, the date to which the latest published audited consolidated financial statements of the Group were made up, and up to and including the Latest Practicable Date:

1. As disclosed in the 2025 Interim Report, the Group recorded a consolidated net loss attributable to equity holders of approximately HK\$33.3 million for the six months ended 30 June 2025.
2. As disclosed in the Company's announcement dated 30 December 2025, based on a preliminary review of the unaudited consolidated management accounts of the Group and other information currently available to the Group, the Group has recorded an operating profit generated from property agency business, credit business and properties investment business, excluding a fair value loss on investment properties (the "**Operating Profits**") for the eleven months ended 30 November 2025. However, the fair value loss on investment properties (the "**Fair Value Loss**") for the same period of approximately HK\$117 million as compared to the Fair Value Loss for the year ended 31 December 2024 of approximately HK\$54 million, outweighs the Operating Profits. As at 30 November 2025, the carrying value of the Group's investment properties was approximately HK\$836 million. Although such Fair Value Loss does not affect the Group's operating cashflow position, the Group expects to record a deterioration in financial results for the year ending 31 December 2025 as compared to the consolidated net loss attributable to equity holders of approximately HK\$26 million for the year ended 31 December 2024.

#### 5. PROPERTY INTERESTS AND ADJUSTED NET ASSET VALUE

The valuation of the property interests of the Group as at 30 November 2025 has been conducted by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent property valuer to the Company. The market value of the aforesaid property interests as at 30 November 2025 was HK\$835,600,000. Further details of the aforementioned property interests and the corresponding property valuation report prepared by Jones Lang LaSalle Corporate Appraisal and Advisory Limited are set out in Appendix II to this Scheme Document.

By taking into account the effect of the valuation of the property interests attributable to the Group as of 30 November 2025, set out below is the calculation of the Adjusted NAV of the Group:

HK\$'000

Unaudited net asset value attributable to equity holders of the Company as at 30 June 2025	1,074,320
<i>Adjustments:</i>	
– <i>Fair value adjustments on investment properties during the period from 1 July 2025 to 30 November 2025 (Note 1)</i>	(69,807)
Adjusted NAV	1,004,513
Adjusted NAV per Share (HK\$) (Note 2)	0.556

*Notes:*

- (1) The fair value adjustments are calculated based on (a) the difference between (i) the total market value of the property interests of the Group as at 30 November 2025 of approximately HK\$835,600,000 and (ii) the unaudited book value of the property interests of the Group as at 30 June 2025 of approximately HK\$905,700,000, and (b) an adjustment of approximately HK\$293,000 relating to non-controlling interest in certain investment properties of the Group.
- (2) Based on 1,805,282,608 Shares in issue as at 30 June 2025.



*The following is the text of a letter, a valuation summary and valuation certificates prepared for the purpose of incorporation in this Scheme Document received from Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent valuer, in connection with its valuation of the property interests held by the Group. Terms defined in this report applies to this report only.*



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The Board of Directors  
**Legend Upstar Holdings Limited**  
Rooms 2505-8, 25th Floor,  
World-Wide House,  
No.19 Des Voeux Road Central,  
Central, Hong Kong

28 January 2026

Dear Sirs,

In accordance with your instructions to value the property interests held by **Legend Upstar Holdings Limited** (the “**Company**”) and its subsidiaries (hereinafter together referred to as the “**Group**”) in Hong Kong, we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion on the market values of the property interests as at 30 November 2025 (the “**Valuation Date**”) for the purpose of incorporation in the composite scheme document dated 28 January 2026 jointly issued by the Company and Wealth Builder Holdings Limited.

Our valuation has been carried out on a market value basis as defined by International Valuation Standards Council (“**IVSC**”) and adopted by the Hong Kong Institute of Surveyors (“**HKIS**”). Market value is defined as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

The valuation presented in this report represents the 100% interest of the properties and not the shareholdings of the company holding the property interest thereof.

We have applied the definition of market value to each property interest independently. We have therefore ignored the potential effect of selling the entire portfolio at one time. Likewise, we have valued each property as a single property interest and we have ignored the potential effect of selling the properties on a strata title basis.

For the valuation of the properties, we mainly adopted the direct comparison method. We also adopted the income capitalization method for cross-reference purpose, where necessary.

The direct comparison method is based on comparing the property to be valued directly with other comparable properties, which have been recently transacted. However, given the heterogeneous nature of real estate properties, appropriate adjustments are usually required to allow for any qualitative and quantitative differences that may affect the price likely to be achieved by the property under consideration.

The income capitalization method is based on the capitalization of the net income potential by adopting an appropriate capitalization rate, which is derived from the analysis of sale transactions and our interpretation of prevailing investor requirements or expectations. The market rents adopted in our valuation were determined with reference to lettings of comparable premises.

Our valuation has been made on the assumption that the property interests are sold on the open market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could affect the values of the property interests.

No allowance has been made in our report for any charge, mortgage or amount owing on any of the property interests valued nor for any expense or taxation which may be incurred in effecting the sale. Unless otherwise stated, it is assumed that the subject properties are free from encumbrances, restrictions and outgoings of an onerous nature, which could affect their values.

This valuation has been prepared in accordance with the requirements set out in Chapter 5 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) published by The Stock Exchange of Hong Kong Limited; Rule 11 of The Code on Takeovers and Mergers (the “**Takeovers Code**”) published by the Securities and Futures Commission; the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council.

We hereby confirm that we have no present or prospective interest in the properties and carried out independent valuation of the properties.

Potential tax liabilities which may arise on direct disposal of the property interests held by Company at the amounts valued by us mainly comprise the followings for Hong Kong properties: (i) Profits tax at 16.5% on gain; (ii) Stamp duty at progressive rates ranging from 1.5% to 4.25% on the transaction amount.

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy and all other relevant matters.

We have not been provided with copies of the title documents relating to the property and have caused searches to be made at the Hong Kong Land Registry. However, we have not searched the original documents to verify ownership or to ascertain any amendments.

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

We have not carried out detailed measurements to verify the correctness of the areas in respect of the subject properties but have assumed that the areas shown on the title documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurements have been taken. For the purpose of the valuation, we have based on the permitted uses and layout as shown on the registered assignment plan(s), approved building plan(s), approved “addition and alteration” plan(s) and in arriving at our opinion of values, and have not taken into account any cost of demolition or reinstatement for any unauthorized addition or alteration nor any enhancement in value of the same.

We have inspected the exterior and, where possible, the interior of the subject properties. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the subject properties are free of rot, infestation or any other structural defect. No tests were carried out on any of the services.

The inspection was performed from 14 to 16 January 2026 by Mr. Ken Lam, Senior Director, and Mr. Carlos Lee, Manager. Mr. Lam is a Chartered Surveyor and a Registered General Practice Surveyor with both professional membership of the Hong Kong Institute of Surveyors and the Royal Institute of Chartered Surveyors. He has approximately 23 years of valuation experience, specializing in the Hong Kong property market. Mr. Lee has over 5 years of experience in handling valuations of Hong Kong properties.

Climate change, sustainability, resilience, and ESG are increasingly influencing investment approaches in real estate, with properties failing to meet sustainability expectations potentially facing higher investment risks. While ESG initiatives are often subjective and intangible, our research indicates that there is currently no direct evidence of ESG factors being reflected in specific investment behaviors or pricing considerations for similar assets, although ESG criteria are becoming more prevalent in investment mandates. There are a lack of tangible pricing adjustments for ESG factors in the market, and we have not carried out a full investigation on the ESG characteristics of the property.

Unless otherwise stated, all monetary figures stated in this report are in Hong Kong Dollars (HKD).

Our summary of values and valuation certificates are attached below for your attention.

Yours faithfully,

For and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Eddie T.W. Yiu**

*MRICS MHKIS R.P.S. (GP)*

*Senior Director*

*Notes:*

Eddie T. W. Yiu is a Chartered Surveyor who has 31 years' experience in the valuation of properties in Hong Kong and the PRC as well as relevant experience in the Asia-Pacific region.

## SUMMARY OF VALUES

<b>Property Interests held for investment in Hong Kong</b>		<b>Market value in existing state as at the Valuation Date HKD</b>
1.	Nos. 33 and 35 Java Road North Point Hong Kong	322,000,000
2.	Factory Unit on 5th Floor LMK Development Estate Nos. 10-16 Kwai Ting Road Kwai Chung New Territories	33,100,000
3.	Factory Unit on 6th Floor LMK Development Estate Nos. 10-16 Kwai Ting Road Kwai Chung New Territories	32,900,000
4.	Factory Unit on 7th Floor LMK Development Estate Nos. 10-16 Kwai Ting Road Kwai Chung New Territories	32,700,000
5.	Factory Unit on 8th Floor LMK Development Estate Nos. 10-16 Kwai Ting Road Kwai Chung New Territories	32,600,000
6.	Factory Unit on 12th Floor LMK Development Estate Nos. 10-16 Kwai Ting Road Kwai Chung New Territories	31,900,000
7.	Car Parking Space Nos. 12, 13 and 14, Ground Floor LMK Development Estate Nos. 10-16 Kwai Ting Road Kwai Chung New Territories	4,800,000
8.	The whole of 21st Floor Ford Glory Plaza No. 37 Wing Hong Street Cheung Sha Wan Kowloon	55,000,000

## SUMMARY OF VALUES

	Market value in existing state as at the Valuation Date <i>HKD</i>
9. Car Park No. P19 on 2nd Floor Ford Glory Plaza No. 37 Wing Hong Street Cheung Sha Wan Kowloon	2,000,000
10. The whole of 7th and 8th Floors Kaiseng Commercial Centre Nos. 4 & 6 Hankow Road Tsim Sha Tsui Kowloon	82,500,000
11. Ground Floor and Open Yard and Cockloft thereof No.49 Tai Ho Road Tsuen Wan New Territories	32,000,000
12. Ground Floor No.192 Hai Tan Street Sham Shui Po Kowloon	16,600,000
13. Shop No.8 (366 Des Voeux Road West) on G/F Chung Ah Building Nos.352-358, 358A, 360, 360A & 362-366 Des Voeux Road West Hong Kong	27,800,000
14. Shop 3 on Ground Floor Bijou Apartments No. 157 Prince Edward Road West Kowloon	24,000,000
15. Shop C (No.280 Ma Tau Wai Road) on Ground Floor On Chun Mansion Nos. 278, 278A, 280 and 280A Ma Tau Wai Road Kowloon	11,200,000
16. Flat D (No.280A Ma Tau Wai Road) on Ground Floor On Chun Mansion Nos.278, 278A, 280 & 280A Ma Tau Wai Road Kowloon	11,200,000
17. Shop D on Ground Floor Wah Fat Mansion Nos.1M, 1N & 1P – 1T Tung Choi Street Kowloon	23,300,000

		<b>Market value in existing state as at the Valuation Date <i>HKD</i></b>
18.	Ground Floor and Cockloft No. 224 Queen's Road West Hong Kong	41,500,000
19.	Shop A1B on Ground Floor Tai Fu Building Nos. 6-20 Tai Tsun Street, Nos. 129-137 Tai Kok Tsui Road Cosmopolitan Estate Kowloon	18,500,000
<b>TOTAL:</b>		<b>835,600,000</b>

## THE COMPANY AND ITS SUBSIDIARIES

We listed all relevant companies and the equity interests as below:

<b>Holding Entity</b>	<b>Equities interests owned by the Company</b>
Legend Upstar Holdings Limited	
Most Wealth (Hong Kong) Limited	100%
Century Hover Limited	98.19%
Champion Shine International Limited	98.19%
Glorious Success Global Limited	98.19%
Dragon Magic Investments Limited	98.19%
Shine Treasure Holdings Limited	98.19%
Sino Hover Limited	98.19%
Teamway Group Limited	100%
Supreme Gold Development Limited	100%
Gold Concord Enterprises Limited	100%
Dynasty Worldwide Limited	100%
Power Kingdom International Limited	100%
Gold Empire International Limited	100%
Queenswick Development Limited	100%
Harvest Dynamic Limited	100%
Well Lucky International Limited	100%
Wise Stand Limited	100%
Evergold Development Limited	100%
Grand Win (H.K.) Limited	100%



## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
1.	Nos. 33 & 35 Java Road, North Point, Hong Kong  Inland Lot Nos. 6828 and 6829 (IL6828 and IL6829) (“ <b>the Lots</b> ”)	<p>The property is located at Java Road in the North Point district, which is a long-established traditional residential area on Hong Kong Island with predominantly medium and high-rise apartment buildings and composite buildings with retail elements at lower floors.</p> <p>The total registered site area of IL6828 and IL6829 is about 2,450ft<sup>2</sup> (227.61m<sup>2</sup>).</p> <p>The Lots are held under the respective Government Leases of IL6828 and IL6829 for common terms of 75 years from 5 September 1921 renewed for another terms of 75 years. The aggregate Government rent payable for the Lots is HKD107,064 per annum.</p> <p>The property comprises a 13-storey (including cockloft) composite building originally completed in 1966 for retail and residential uses. It was renovated in 2018. The building is of reinforced concrete construction with tiled external elevations.</p> <p>The renovated building provides retail spaces on Ground Floor and Cockloft. The shop at No. 33 Java Road is connected with the cockloft above. The residential portions on the 1st to 11th Floors accommodate 40 decorated and furnished flats, including a duplex unit at the top. Vertical movement within the building is facilitated mainly by 2 passenger lifts and 2 staircases.</p>	<p>As advised by the Company, the retail portions have been leased to 2 tenants with a total rental receivable of about HKD111,800 per month (inclusive of management fees and Government rent).</p> <p>The tenancy of the shop unit and the cockloft at No.33 Java Road was for 2 years expiring on 16 July 2027. The shop at No.35 Java Road was for 2 years expiring on 8 March 2026.</p> <p>The residential portions were operated as a serviced apartment block by the wholly-owned subsidiary of the Company to provide 40 flats, each unit with fixtures, fittings and furniture provided. The average occupancy rate of the residential portions for January to November of 2025 was about 81%.</p>	322,000,000

## VALUATION CERTIFICATE

No. Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date	
			HKD	
1. Nos. 33 & 35 Java Road, North Point, Hong Kong	As measured from the approved – “A&A Plans”, the approximate saleable areas of the property are as follows:	–	–	
Inland Lot Nos. 6828 and 6829 (IL6828 and IL6829) (“the Lots”)				
(Cont’d)				
	<b>Portion(s)</b>	<b>Saleable Area (approx.)</b>		
		ft <sup>2</sup> m <sup>2</sup>		
	G/F	1,740 161.65		
	Cockloft	1,471 136.66		
	1/F – 11/F	15,023 1,395.67		
	<b>Total</b>	<b>18,234 1,693.98</b>		

## Notes:

- The registered owner of the property is Most Wealth (Hong Kong) Limited.
- As advised by the Company, the equity interests of Most Wealth (Hong Kong) Limited are 100% held by the Company.
- Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - Notice No. WNZ/U10-05/0001/08 issued by the Building Authority under Section 24C(1) of the Buildings Ordinance dated 6 April 2009 vide Memorial No. 10100601010047 (Re: IL6828);
  - Notice No. WNZ/U10-05/0004/08 issued by the Building Authority under Section 24C(1) of the Buildings Ordinance dated 6 April 2009 vide Memorial No. 10100601010039 (Re: IL6829);
  - Offensive Trade Licence by District Lands Officer, Hong Kong East dated 21 December 2017 vide Memorial No. 18010400610097; and
  - Mortgage in favour of Bank of China (Hong Kong) Limited for all moneys dated 21 May 2021 vide Memorial No. 21060101600037.

Such stated encumbrances have no material impact on the value of the property, given the outstanding building orders will be complied with following completion of the remedial works. In the course of our valuation, we have not allowed any reinstatement cost(s) that may incur to carry out the remedial works for complying the required works of the outstanding building orders and notices if so required.

- The use and development of the Lots are governed by their respective Government Leases which are virtually unrestricted except the “offensive trades” clauses. Our assessment of the market value of the property is made on the assumption that valid licence(s) and permit(s) have been obtained for the operation of the serviced apartment, if so required.
- The property is zoned under North Point (HPA 8) Outline Zoning Plan No. S/H8/28 approved on 9 April 2024 for “Residential (Group A)” purpose.

6. We have been advised that the property is an operational serviced apartment block with the furniture, fixtures and equipment essential for its operation provided therein. There were total 40 decorated residential units provided. We have also been advised by the Company that the flats in the serviced apartment portions are mainly leased on monthly basis.
7. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of residential comparables ranges from HKD14,095 to HKD15,942 per ft<sup>2</sup> (saleable area) while retail comparables ranges from HKD34,960 to HKD47,495 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
2.	Factory Unit on 5th Floor, LMK Development Estate, Nos. 10-16 Kwai Ting Road, Kwai Chung, New Territories  30/496 equal and undivided shares of and in Kwai Chung Town Lot No. 139 (“ <b>the Lot</b> ”)	<p>The property comprises a factory unit occupying the whole of 5th Floor of LMK Development Estate (“<b>the Building</b>”) at Kwai Ting Road in the Kwai Chung district. Kwai Chung district is an established industrial area undergoing a transition to a business zone.</p> <p>The Building is a 15-storey industrial block completed in 1973 (Occupation Permit No. N.T. 81/73). Construction of the Building is of reinforced concrete with painted external elevations. Vertical movement is facilitated by 2 cargo lifts, 1 passenger lift and 2 staircases.</p> <p>As quoted from the approved building plans, floor-to-floor height and the floor loading capacity of the property is 10.5 feet (3.2 metres) and 150 lbs/ft<sup>2</sup> respectively.</p> <p>As quoted from the approved building plans, the gross floor area of the property is about 10,787ft<sup>2</sup> (1,002.14m<sup>2</sup>) and the measured saleable area of the property is about 8,972ft<sup>2</sup> (833.53m<sup>2</sup>).</p> <p>The Lot is held from the Government under New Grant No. 4734 for a term of 99 years commencing from 1 July 1898. The term has been statutorily renewed to expire on 30 June 2047. The Government rent payable for the property is an amount equivalent to 3% of the prevailing rateable value of the property per annum.</p>	As informed by the Company, the property was leased for a term of 2 years from 1 March 2024 to 28 February 2026 at a monthly rent of HKD107,500 (inclusive of rates, management fees and Government rent).	33,100,000

*Notes:*

1. The registered owner of the property is Century Hover Limited.
2. As advised by the Company, the equity interests of Century Hover Limited are 98.19% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Undertaking dated 15 February 1971 vide Memorial No. TW87326;
  - b. Layout Plan registered on 27 February 1973 vide Memorial No. TW101086;
  - c. Letter with Layout Plan in favour of HKD Estate Agents Limited dated 20 August 1974 vide Memorial No. TW115698;
  - d. No Objection Letter in respect of Flat B on 5th Floor dated 4 January 1982 vide Memorial No. TW241077 in relation to the use of an area of approximately 54.7m<sup>2</sup> within the unit for the provision of canteen facilities;
  - e. Certified Copy of Certificate of Compliance from District Officer, Tsuen Wan registered on 22 June 2018 vide Memorial No. 18062201800206;
  - f. Mortgage in favour of Shanghai Commercial Bank Limited for all moneys dated 27 June 2018 vide Memorial No. 18072600680101; and
  - g. Assignment of Rentals in favour of Shanghai Commercial Bank Limited dated 27 June 2018 vide Memorial No. 18072600680110.
4. The property is zoned under Kwai Chung Outline Zoning Plan No. S/KC/32 approved on 3 October 2023 for “Other Specified Uses” annotated “(Business)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD3,191 to HKD4,763 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
3.	Factory Unit on 6th Floor, LMK Development Estate, Nos. 10-16 Kwai Ting Road, Kwai Chung, New Territories  30/496 equal and undivided shares of and in Kwai Chung Town Lot No. 139 (“ <b>the Lot</b> ”)	<p>The property comprises a factory unit occupying the whole of 6th Floor of LMK Development Estate (“<b>the Building</b>”) at Kwai Ting Road in the Kwai Chung district. Kwai Chung district is an established industrial area undergoing a transition to a business zone.</p> <p>The Building is a 15-storey industrial block completed in 1973 (Occupation Permit No. N.T. 81/73). Construction of the Building is of reinforced concrete with painted external elevations. Vertical movement is facilitated by 2 cargo lifts, 1 passenger lift and 2 staircases.</p> <p>As quoted from the approved building plans, floor-to-floor height and the floor loading capacity of the property is 10.5 feet (3.2 metres) and 150 lbs/ft<sup>2</sup> respectively.</p> <p>As quoted from the approved building plans, the gross floor area of the property is about 10,787ft<sup>2</sup> (1,002.14m<sup>2</sup>) and the measured saleable area of the property is about 8,972ft<sup>2</sup> (833.53m<sup>2</sup>).</p> <p>The Lot is held from the Government under New Grant No. 4734 for a term of 99 years commencing from 1 July 1898. The term has been statutorily renewed to expire on 30 June 2047. The Government rent payable for the property is an amount equivalent to 3% of the prevailing rateable value of the property per annum.</p>	As informed by the Company, the property was leased for a term of 2 years from 1 August 2025 to 31 July 2027 at a monthly rent of HKD100,000 (exclusive of rates, management fees and Government rent).	32,900,000

*Notes:*

1. The registered owner of the property is Champion Shine International Limited.
2. As advised by the Company, the equity interests of Champion Shine International Limited are 98.19% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Undertaking dated 15 February 1971 vide Memorial No. TW87326;
  - b. Layout Plan registered on 27 February 1973 vide Memorial No. TW101086;
  - c. Letter with Layout Plan in favour of HKD Estate Agents Limited dated 20 August 1974 vide Memorial No. TW115698;
  - d. Certified Copy of Certificate of Compliance from District Officer, Tsuen Wan registered on 22 June 2018 vide Memorial No. 18062201800206;
  - e. Mortgage in favour of Shanghai Commercial Bank Limited for all moneys dated 27 June 2018 vide Memorial No. 18072600680128; and
  - f. Assignment of Rentals in favour of Shanghai Commercial Bank Limited dated 23 June 2022 vide Memorial No. 22071201580101.
4. The property is zoned under Kwai Chung Outline Zoning Plan No. S/KC/32 approved on 3 October 2023 for “Other Specified Uses” annotated “(Business)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD3,191 to HKD4,763 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
4.	Factory Unit on 7th Floor, LMK Development Estate, Nos. 10-16 Kwai Ting Road, Kwai Chung, New Territories  30/496 equal and undivided shares of and in Kwai Chung Town Lot No. 139 (“ <b>the Lot</b> ”)	<p>The property comprises a factory unit occupying the whole of 7th Floor of LMK Development Estate (“<b>the Building</b>”) at Kwai Ting Road in the Kwai Chung district. Kwai Chung district is an established industrial area undergoing a transition to a business zone.</p> <p>The Building is a 15-storey industrial block completed in 1973 (Occupation Permit No. N.T. 81/73). Construction of the Building is of reinforced concrete with painted external elevations. Vertical movement is facilitated by 2 cargo lifts, 1 passenger lift and 2 staircases.</p> <p>As quoted from the approved building plans, floor-to-floor height and the floor loading capacity of the property is 10.5 feet (3.2 metres) and 150 lbs/ft<sup>2</sup> respectively.</p> <p>As quoted from the approved building plans, the gross floor area of the property is about 10,787ft<sup>2</sup> (1,002.14m<sup>2</sup>) and the measured saleable area of the property is about 8,972ft<sup>2</sup> (833.53m<sup>2</sup>).</p> <p>The Lot is held from the Government under New Grant No. 4734 for a term of 99 years commencing from 1 July 1898. The term has been statutorily renewed to expire on 30 June 2047. The Government rent payable for the property is an amount equivalent to 3% of the prevailing rateable value of the property per annum.</p>	As informed by the Company, the property was leased for a term of 3 years from 11 June 2024 to 10 June 2027 at total monthly rent of HKD96,500 (exclusive of rates, management fees and Government rent).	32,700,000



*Notes:*

1. The registered owner of the property is Glorious Success Global Limited.
2. As advised by the Company, the equity interests of Glorious Success Global Limited are 98.19% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Undertaking dated 15 February 1971 vide Memorial No. TW87326;
  - b. Layout Plan registered on 27 February 1973 vide Memorial No. TW101086;
  - c. Letter with Layout Plan in favour of HKD Estate Agents Limited dated 20 August 1974 vide Memorial No. TW115698;
  - d. Certified Copy of Certificate of Compliance from District Officer, Tsuen Wan registered on 22 June 2018 vide Memorial No. 18062201800206;
  - e. Mortgage in favour of Shanghai Commercial Bank Limited for all moneys dated 27 June 2018 vide Memorial No. 18072600680176; and
  - f. Assignment of Rentals in favour of Shanghai Commercial Bank Limited dated 27 June 2018 vide Memorial No. 18072600680182.
4. The property is zoned under Kwai Chung Outline Zoning Plan No. S/KC/32 approved on 3 October 2023 for “Other Specified Uses” annotated “(Business)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD3,191 to HKD4,763 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
5.	Factory Unit on 8th Floor, LMK Development Estate, Nos. 10-16 Kwai Ting Road, Kwai Chung, New Territories  30/496 equal and undivided shares of and in Kwai Chung Town Lot No. 139 (“ <b>the Lot</b> ”)	<p>The property comprises a factory unit occupying the whole of 8th Floor of LMK Development Estate (“<b>the Building</b>”) at Kwai Ting Road in the Kwai Chung district. Kwai Chung district is an established industrial area undergoing a transition to a business zone.</p> <p>The Building is a 15-storey industrial block completed in 1973 (Occupation Permit No. N.T. 81/73). Construction of the Building is of reinforced concrete with painted external elevations. Vertical movement is facilitated by 2 cargo lifts, 1 passenger lift and 2 staircases.</p> <p>As quoted from the approved building plans, floor-to-floor height and the floor loading capacity of the property is 10.5 feet (3.2 metres) and 150 lbs/ft<sup>2</sup> respectively.</p> <p>As quoted from the approved building plans, the gross floor area of the property is about 10,787ft<sup>2</sup> (1,002.14m<sup>2</sup>) and the measured saleable area of the property is about 8,972ft<sup>2</sup> (833.53m<sup>2</sup>).</p> <p>The Lot is held from the Government under New Grant No. 4734 for a term of 99 years commencing from 1 July 1898. The term has been statutorily renewed to expire on 30 June 2047. The Government rent payable for the property is an amount equivalent to 3% of the prevailing rateable value of the property per annum.</p>	As informed by the Company, the property was vacant.	32,600,000

*Notes:*

1. The registered owner of the property is Dragon Magic Investments Limited.
2. As advised by the Company, the equity interests of Dragon Magic Investments Limited are 98.19% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Undertaking dated 15 February 1971 vide Memorial No. TW87326;
  - b. Layout Plan registered on 27 February 1973 vide Memorial No. TW101086;
  - c. Letter with Layout Plan in favour of HKD Estate Agents Limited dated 20 August 1974 vide Memorial No. TW115698;
  - d. Certified Copy of Certificate of Compliance from District Officer, Tsuen Wan registered on 22 June 2018 vide Memorial No. 18062201800206;
  - e. Mortgage in favour of Shanghai Commercial Bank Limited for all moneys dated 27 June 2018 vide Memorial No. 18072600680191; and
  - f. Assignment of Rentals in favour of Shanghai Commercial Bank Limited dated 27 June 2018 vide Memorial No. 18072600680205.
4. The property is zoned under Kwai Chung Outline Zoning Plan No. S/KC/32 approved on 3 October 2023 for “Other Specified Uses” annotated “(Business)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD3,191 to HKD4,763 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
6.	Factory Unit on 12th Floor, LMK Development Estate, Nos. 10-16 Kwai Ting Road, Kwai Chung, New Territories  30/496 equal and undivided shares of and in Kwai Chung Town Lot No. 139 (“ <b>the Lot</b> ”)	<p>The property comprises a factory unit occupying the whole of 12th Floor of LMK Development Estate (“<b>the Building</b>”) at Kwai Ting Road in the Kwai Chung district. Kwai Chung district is an established industrial area undergoing a transition to a business zone.</p> <p>The Building is a 15-storey industrial block completed in 1973 (Occupation Permit No. N.T. 81/73). Construction of the Building is of reinforced concrete with painted external elevations. Vertical movement is facilitated by 2 cargo lifts, 1 passenger lift and 2 staircases.</p> <p>As quoted from the approved building plans, floor-to-floor height and the floor loading capacity of the property is 10.5 feet (3.2 metres) and 150 lbs/ft<sup>2</sup> respectively.</p> <p>As quoted from the approved building plans, the gross floor area of the property is about 10,787ft<sup>2</sup> (1,002.14m<sup>2</sup>) and the measured saleable area is about 8,972ft<sup>2</sup> (833.53m<sup>2</sup>).</p> <p>The Lot is held from the Government under New Grant No. 4734 for a term of 99 years commencing from 1 July 1898. The term has been statutorily renewed to expire on 30 June 2047. The Government rent payable for the property is an amount equivalent to 3% of the prevailing rateable value of the property per annum.</p>	As informed by the Company, the property was leased for a term of 2 years from 3 February 2025 to 2 February 2027 at a monthly rent of HKD98,000 (inclusive of rates, management fees and Government rent).	31,900,000

*Notes:*

1. The registered owner of the property is Shine Treasure Holdings Limited.
2. As advised by the Company, the equity interests of Shine Treasure Holdings Limited are 98.19% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Undertaking dated 15 February 1971 vide Memorial No. TW87326;
  - b. Layout Plan registered on 27 February 1973 vide Memorial No. TW101086;
  - c. Letter with Layout Plan in favour of HKD Estate Agents Limited dated 20 August 1974 vide Memorial No. TW115698;
  - d. Certified Copy of Certificate of Compliance from District Officer, Tsuen Wan registered on 22 June 2018 vide Memorial No. 18062201800206;
  - e. Mortgage in favour of Shanghai Commercial Bank Limited for all moneys dated 27 June 2018 vide Memorial No. 18072600680133; and
  - f. Assignment of Rentals in favour of Shanghai Commercial Bank Limited dated 27 June 2018 vide Memorial No. 18072600680148.
4. The property is zoned under Kwai Chung Outline Zoning Plan No. S/KC/32 approved on 3 October 2023 for “Other Specified Uses” annotated “(Business)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD3,191 to HKD4,763 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
7.	Car Parking Space Nos. 12, 13 and 14 on Ground Floor, LMK Development Estate, Nos. 10-16 Kwai Ting Road, Kwai Chung, New Territories  An aggregate of 3/496 equal and undivided shares of and in Kwai Chung Town Lot No. 139 ( <b>"the Lot"</b> )	<p>The property comprise 3 car parking spaces on Ground Floor of LMK Development Estate (<b>"the Building"</b>) at Kwai Ting Road in the Kwai Chung district. Kwai Chung district is an established industrial area undergoing a transition to a business zone.</p> <p>The Building is a 15-storey industrial block completed in 1973 (Occupation Permit No. N.T. 81/73). Construction of the Building is of reinforced concrete with painted external elevations.</p> <p>Car Parking Spaces on Ground Floor are accessible via a vehicular entrance fronting Kwai Ting Road.</p> <p>The Lot is held from the Government under New Grant No. 4734 for a term of 99 years commencing from 1 July 1898. The term has been statutorily renewed to expire on 30 June 2047. The Government rent payable for the property is an amount equivalent to 3% of the prevailing rateable values of the property per annum.</p>	<p>As informed by the Company, car parking space No.14 was vacant and the two other car parking spaces were leased with the latest expiry date on 10 Jun 2027.</p> <p>Total rental income of the two car parking spaces is HKD6,300 per month. (inclusive of rates, management fees and Government rent).</p>	4,800,000

*Notes:*

1. The registered owner of the property is Sino Hover Limited.
2. As advised by the Company, the equity interests of Sino Hover Limited are 98.19% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Undertaking dated 15 February 1971 vide Memorial No. TW87326;
  - b. Layout Plan registered on 27 February 1973 vide Memorial No. TW101086;
  - c. Letter with Layout Plan in favour of HKD Estate Agents Limited dated 20 August 1974 vide Memorial No. TW115698;
  - d. Certified Copy of Certificate of Compliance from District Officer, Tsuen Wan registered on 22 June 2018 vide Memorial No. 18062201800206;
  - e. Mortgage in favour of Shanghai Commercial Bank Limited for all moneys dated 27 June 2018 vide Memorial No. 18072600680191; and
  - f. Assignment of Rentals in favour of Shanghai Commercial Bank Limited dated 27 June 2018 vide Memorial No. 18072600680205.
4. The property is zoned under Kwai Chung Outline Zoning Plan No. S/KC/32 approved on 3 October 2023 for “Other Specified Uses” annotated “(Business)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD1.5 million to HKD1.8 million per space, appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
8.	<p>The whole of 21st Floor, Ford Glory Plaza, No. 37 Wing Hong Street, Cheung Sha Wan, Kowloon</p> <p>1,038/30,000 equal and undivided shares of and in The Remaining Portion, The Remaining Portion of Section A and The Remaining Portion of Sub-Section 2 of Section A of New Kowloon Inland Lot No. 2828 (“the Lots”)</p>	<p>Ford Glory Plaza (“the <b>Building</b>”) is situated on the north-western side of Wing Hong Street in Cheung Sha Wan District which is an established industrial area undergoing a transition to a business zone.</p> <p>The Building is a 24-storey industrial block erected over 4-storey podium on the Ground to 3rd Floors designated for workshop purpose, carpark purpose and electrical and mechanical building facilities. Industrial units are accommodated on 5th to 32nd Floors (without 4th, 13th, 14th and 24th floors being omitted and 9th floor as refuge floor). The Building was completed in 2008.</p> <p>The property comprises the whole of the 21st floor of the building.</p> <p>As quoted from the approved building plans, the Gross Floor Area of the property is about 10,377ft<sup>2</sup> (964.05m<sup>2</sup>) and the measured saleable area is about 7,070ft<sup>2</sup> (656.82m<sup>2</sup>).</p> <p>The Lots are held under Conditions of Sale No. UB4152 of NKIL 2828 for a term of 75 years renewed for 24 years from 1 July 1898. The term has been statutorily renewed to expire on 30 June 2047. The Government rent payable for the property is an amount equivalent to 3% of the prevailing rateable value of the property per annum.</p>	<p>As informed by the Company, the property was leased for a term of 1 year from 19 March 2025 to 18 March 2026.</p> <p>The rent receivable is HKD192,000 per month, exclusive of, rates, management fees and Government rent.</p>	55,000,000



*Notes:*

1. The registered owner of the property is Teamway Group Limited.
2. As advised by the Company, the equity interests of Teamway Group Limited are 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Letter approving on certain conditions in respect of the Modification of Conditions of Sale No. UB4152 of NKIL 2828 dated 10 September 1959 vide Memorial No. UB302484;
  - b. Mortgage in favour of Hang Seng Bank Limited for part of all moneys dated 23 November 2021 vide Memorial No. 21122101370100; and
  - c. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 23 November 2021 vide Memorial No. 21122101370115.
4. The property is zoned under the Draft Cheung Sha Wan (KPA 5) Outline Zoning Plan No. S/K5/40 exhibited on 13 June 2025 for “Other Specified Uses” annotated “(Business)” purposes.
5. The property was occupied for office use. We have valued the property in accordance with its original permitted use for workshop purpose.
6. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD6,474 to HKD8,607 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
9.	Car parking Space No. P19 on 2nd Floor, Ford Glory Plaza, No. 37 Wing Hong Street, Cheung Sha Wan, Kowloon  11/30,000 equal and undivided shares of and in The Remaining Portion, The Remaining Portion of Section A and The Remaining Portion of Sub-Section 2 of Section A of New Kowloon Inland Lot No. 2828 (“ <b>the Lots</b> ”)	<p>Ford Glory Plaza (“<b>the Building</b>”) is situated on the north-western side of Wing Hong Street in Cheung Sha Wan District which is an established industrial area undergoing a transition to a business zone.</p> <p>The Building is a 24-storey industrial block erected over 4-storey podium on the Ground to 3rd Floors designated for workshop purposes, carpark purpose and electrical and mechanical building facilities. Industrial units are accommodated on 5th to 32nd Floors (without 4th, 13th, 14th and 24th floors being omitted and 9th floor as refuge floor). There are 33 private car parking space, 4 motors spaces, 9 light goods vehicles and 4 heavy good vehicles on the Ground to 1st Floors. The Building was completed in 2008.</p> <p>The property comprises a covered car parking space on 2nd Floor of the Building.</p> <p>The Lots are held under Conditions of Sale No. UB4152 of NKIL 2828 for a term of 75 years renewed for 24 years from 1 July 1898. The term has been statutorily renewed to expire on 30 June 2047. The Government rent payable for the property is an amount equivalent to 3% of the prevailing rateable value of the property per annum.</p>	<p>As informed by the Company, the property was leased for a term of 1 year from 2 March 2025 to 1 March 2026.</p> <p>The rent receivable is HKD3,800 per month (inclusive of rates, management fees and Government rent).</p>	2,000,000

*Notes:*

1. The registered owner of the property is Teamway Group Limited.
2. As advised by the Company, the equity interests of Teamway Group Limited are 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Letter approving on certain conditions in respect of the Modification of Conditions of Sale No. UB4152 of NKIL 2828 dated 10 September 1959 vide Memorial No. UB302484;
  - b. Mortgage in favour of Hang Seng Bank Limited for part of all moneys dated 23 November 2021 vide Memorial No. 21122101370100; and
  - c. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 23 November 2021 vide Memorial No. 21122101370115.
4. The property is zoned under the Draft Cheung Sha Wan (KPA 5) Outline Zoning Plan No. S/K5/40 exhibited on 13 June 2025 for “Other Specified Uses” annotated “(Business)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD1.8 million to HKD2.0 million per space, appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
10.	<p>The whole of 7th and 8th Floors, Kaiseng Commercial Centre, Nos. 4 &amp; 6 Hankow Road, Tsim Sha Tsui, Kowloon</p> <p>An aggregate of 520/7,155 equal and undivided shares of and in New Kowloon Inland Lot Nos. 7703 and 8184 (<b>"the Lots"</b>)</p>	<p>Kaiseng Commercial Centre (<b>"the Building"</b>) is situated at Hankow Road close to its junction with Middle Road in the Tsim Sha Tsui district which is an established commercial area in Kowloon. The Building is a 17-storey commercial block over a basement level completed in 1984.</p> <p>The property comprises the whole offices of the 7th and 8th Floors of the Building.</p> <p>Total saleable area as measured from the registered floor plans is about 6,910ft<sup>2</sup> (641.95m<sup>2</sup>).</p> <p>The Lots are held under the Government Lease of NKIL 7703 and Conditions of Regrant No. UB7025 of NKIL 8184 respectively and both for terms of 150 years from 24 June 1889.</p> <p>The aggregate Government rent payable for the property is part of HKD832 per annum.</p>	<p>As informed by the Company, the property was subject to 2 tenancies with the latest expiry date on 30 June 2026.</p> <p>Aggregate rental receivable was HKD301,856 per month, (7th Floor: exclusive of Government rent, rates and management fees; 8th Floor: inclusive of Government rent but exclusive of rates and management fees).</p>	82,500,000

*Notes:*

1. The registered owners of the property are Supreme Gold Development Limited (for 7th Floor) and Grand Win (H.K.) Limited (for 8th Floor).
2. As advised by the Company, the equity interests of Supreme Gold Development Limited and Grand Win (H.K.) Limited are 100% held by the Company.
3. Pursuant to our land search records, no major encumbrances have been registered against the property.
4. The property is zoned under Tsim Sha Tsui (KPA 1) Outline Zoning Plan No. S/K1/30 exhibited on 30 September 2025 for “Commercial (6)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD11,073 to HKD14,786 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

			Market value in existing state as at the Valuation Date HKD									
No. Property	Description and tenure	Particulars of occupancy										
11. Ground Floor and Open Yard and Cockloft thereof, No.49 Tai Ho Road, Tsuen Wan, New Territories  1/30 equal and undivided shares of and in The Remaining Portion of Lot No. 2160 in D.D. 449 (“the Lot”)	<p>Kin Ho Building (“the Building”) is situated at Tai Ho Road close to its junction with Tsuen Wan Market Street in Tsuen Wan district, which is a traditional residential area with mixture of old tenement buildings and new private residential developments in the New Territories.</p> <p>The Building is a 6-storey tenement-type composite block for retail and domestic uses completed in 1966.</p> <p>The property comprises one of the shop units on Ground Floor of the development.</p> <p>The saleable area of the property as measured from the registered floor plan is as follows:</p> <table><tr><th colspan="3">Approx. Saleable Area</th></tr><tr><th></th><th>(ft<sup>2</sup>)</th><th>(m<sup>2</sup>)</th></tr><tr><td>G/F</td><td>532</td><td>49.42</td></tr></table> <p>* With cockloft of about 379ft<sup>2</sup> (35.21m<sup>2</sup>) thereof.</p> <p>The Lot is held under the New Grant No. 4320 for a term of 99 years from 1 July 1898. The term has been statutorily renewed to expire on 30 June 2047. The Government rent payable for the property is an amount equivalent to 3% of the prevailing rateable value of the property per annum.</p>	Approx. Saleable Area				(ft <sup>2</sup> )	(m <sup>2</sup> )	G/F	532	49.42	<p>As informed by the Company, the property was subject to a short-term lease from 1 November 2025 to 30 April 2026.</p> <p>The rent receivable was HKD41,000 per month, inclusive of Government rent, rates and management fees.</p>	32,000,000
Approx. Saleable Area												
	(ft <sup>2</sup> )	(m <sup>2</sup> )										
G/F	532	49.42										

*Notes:*

1. The registered owner of the property is Gold Concord Enterprises Limited.
2. As advised by the Company, the equity interests of Gold Concord Enterprises Limited are 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Letter approving on certain conditions in respect of the Modification of Conditions of Sale No. UB4152 of NKIL 2828 dated 10 September 1959 vide Memorial No. UB302484;
  - b. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 1 December 2021 vide Memorial No. 21123101600428.
  - c. Order No. “DR04363/NT/20/AEF/TA” by the Building Authority under Section 28 (3) of the Buildings Ordinance in respect of common part(s) only dated 15 June 2022 vide Memorial No. 23070300790414.
  - d. Order No. “DR04367/NT/20/AEF/TA” by the Building Authority under Section 28 (3) of the Buildings Ordinance in respect of Repair/Replace the Rain Water Pipe at the External Wall dated 15 June 2022 vide Memorial No. 23070300790422.
  - e. Superseding Order No. “DR06057/NT/20/AEF/TA” by the Building Authority under Section 28 (3) of the Buildings Ordinance in respect of common part(s) only dated 18 March 2024 vide Memorial No. 24070400300086.
  - f. Superseding Order No. “DR06056/NT/20/AEF/TA” by the Building Authority under Section 28 (3) of the Buildings Ordinance in respect of common part(s) only dated 18 March 2024 vide Memorial No. 24070400300098.
  - g. Notice No. “UMB/5OL133/2303-028/0001” by the Building Authority under Section 30B(3) of the Buildings Ordinance dated 23 May 2024 vide Memorial No. 24082200730496.

In the course of our valuation, we have not allowed any reinstatement cost(s) that may incur to carry out the remedial works for complying the required works of the outstanding building orders and notices if so required.

4. The property is zoned under Tsuen Wan Outline Zoning Plan No. S/TW/39 approved on 8 July 2025 for “Residential (Group A)13” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD37,388 to HKD66,757 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

			Market value in existing state as at the Valuation Date HKD									
No. Property	Description and tenure	Particulars of occupancy										
12. Ground Floor, No.192 Hai Tan Street, Sham Shui Po, Kowloon  2/36 equal and undivided shares of and in the Remaining Portion of New Kowloon Inland Lot No. 147 (“the Lot”)	<p>The building is situated at the north-western side of Hai Tan Street in the Sham Shui Po District, which is one of the earliest established urban areas on Kowloon Peninsula and is under transition to a more residential area with various private residential redevelopment projects taken place. The building is a 6-storey tenement-type composite block with general retail use on Ground Floor completed in 1970.</p> <p>The property comprises one of the shop units on Ground Floor of the development.</p> <p>The saleable area of the property as measured from the registered floor plan is as follows:</p> <table><tr><th colspan="3">Approx. Saleable Area</th></tr><tr><th></th><th>(ft<sup>2</sup>)</th><th>(m<sup>2</sup>)</th></tr><tr><td>G/F</td><td>1,065</td><td>98.94</td></tr></table> <p>* With yard of about 47ft<sup>2</sup> (4.37m<sup>2</sup>) thereof.</p> <p>The Lot is held under Government Lease for a term of 75 years from 1 July 1898 renewable for a further term of 24 years. The term has been statutorily renewed to expire on 30 June 2047. The Government rent payable for the property is an amount equivalent to 3% of the prevailing rateable value of the property per annum.</p>	Approx. Saleable Area				(ft <sup>2</sup> )	(m <sup>2</sup> )	G/F	1,065	98.94	<p>As informed by the Company, the property was leased for a term of 1 year from 28 October 2025 to 27 October 2026.</p> <p>The rent receivable is HKD33,500 per month, inclusive of Government rent, rates and management fees.</p>	16,600,000
Approx. Saleable Area												
	(ft <sup>2</sup> )	(m <sup>2</sup> )										
G/F	1,065	98.94										



*Notes:*

1. The registered owner of the property is Dynasty Worldwide Limited.
2. As advised by the Company, the equity interests of Dynasty Worldwide Limited are 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Notice No. WCBZ/S203291/01/K-U03 issued by the Building Authority under Section 24C(1) of the Buildings Ordinance dated 29 June 2010 vide Memorial No. 11042001350099.
  - b. Order No. “DBCS/12-57/0001/11” issued by the Building Authority under Section 26 of the Buildings Ordinance dated 5 July 2018 vide Memorial No. 18080802530099.
  - c. Notice No. “UMB/MB01/2001-140/0001” issued by the Building Authority under Section 30B(3) of the Buildings Ordinance dated 30 April 2021 vide Memorial No. 21062102510037.
  - d. Notice No. “UMW/MB01/2001-140/0001” issued by the Building Authority under Section 30C(3) of the Buildings Ordinance dated 30 April 2021 vide Memorial No. 21062102510043.
  - e. Mortgage in favour of Hang Seng Bank Limited for all moneys dated 1 December 2021 vide Memorial No. 21123101600432.
  - f. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 1 December 2021 vide Memorial No. 21123101600442.

In the course of our valuation, we have not allowed any reinstatement cost(s) that may incur to carry out the remedial works for complying the required works of the outstanding building orders and notices if so required.

4. The property is zoned under the Draft Cheung Sha Wan (KPA 5) Outline Zoning Plan No. S/K5/40 exhibited on 13 June 2025 for “Residential (Group A)6” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD13,592 to HKD20,979 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

			Market value in existing state as at the Valuation Date HKD
No. Property	Description and tenure	Particulars of occupancy	
13. Shop No.8 (366 Des Voeux Road West) on G/F, Chung Ah Building, Nos.352-358, 358A, 360, 360A & 362-366 Des Voeux Road West, Hong Kong	Chung Ah Building (“ <b>the Building</b> ”) is situated at the south-eastern side of Des Voeux Road West in the Shek Tong Tsui District. The developments in the locality are characterized predominantly by multi-storey composite buildings with ground floor shops and residential units on upper floors.	As informed by the Company, the property was leased for a term of 3 year from 11 July 2023 to 10 July 2026.	27,800,000
9/10 of 1/148 equal and undivided shares of and in the Section F of Marine Lot No.204, Section F of Marine Lot No.205 and The Remaining Portion of Section E of Marine Lot No. 205 (“ <b>the Lots</b> ”)	The Building is a 15-storey composite block with general retail use on Ground Floor completed in 1964.	The passing rentals were HKD60,000 per month until 10 December 2025 and HKD69,000 per month until 10 July 2026, exclusive of rates and Government rent and inclusive of management fees.	
	The saleable area of the property as measured from the registered floor plan is as follows:		
	<b>Approx. Saleable Area</b>		
	(ft <sup>2</sup> ) (m <sup>2</sup> )		
G/F	612 56.86		
	* With yard of about 22ft <sup>2</sup> (2.04m <sup>2</sup> ) thereof.		
	The property comprises one of the shop units on Ground Floor of the Building.		
	The Lots are held under Government Leases for common terms of 999 years from 16 November 1864. The Government rent payable for the property is part of HKD156 per annum.		

*Notes:*

1. The registered owner of the property is Power Kingdom International Limited.
2. As advised by the Company, the equity interests of Power Kingdom International Limited are 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Order No. “UBCSN/01-54/0062/12” issued by the Building Authority under Section 24(1) of the Buildings Ordinance dated 15 October 2015 vide Memorial No. 18031400850611.
  - b. Order No. “DR01572/HK/21” issued by the Building Authority under Section 28(3) of the Buildings Ordinance dated 20 September 2021 vide Memorial No. 21102801130107.
  - c. Mortgage in favour of Hang Seng Bank Limited for all moneys dated 1 December 2021 vide Memorial No. 21123101600454.
  - d. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 1 December 2021 vide Memorial No. 21123101600463.
  - e. Notice No. “UMB/MB01/2101-119/0001” issued by the Building Authority under Section 30B(3) of the Buildings Ordinance dated 28 July 2022 vide Memorial No. 23010500960107.
  - f. Notice No. “UMW/MB01/2101-119/0001” issued by the Building Authority under Section 30C(3) of the Buildings Ordinance dated 28 July 2022 vide Memorial No. 23010500960114.

In the course of our valuation, we have not allowed any reinstatement cost(s) that may incur to carry out the remedial works for complying the required works of the outstanding building orders and notices if so required.

4. The property is zoned under Sai Ying Pun & Sheung Wan (HPA 3) Outline Zoning Plan No. S/H3/34 approved on 3 November 2020 for “Residential (Group A)6” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD43,076 to HKD46,890 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
14.	Shop 3 on Ground Floor, Bijou Apartments, No.157 Prince Edward Road West, Kowloon  365/100,000 equal and undivided shares of and in the Remaining Portion of Kowloon Inland Lot No. 9274 (“ <b>the Lot</b> ”)	<p>Bijou Apartments (“<b>the Building</b>”) is situated at the junction of Prince Edward Road West and Nathan Road in the Prince Edward District. The immediately locality comprises predominantly medium to high-rise residential developments. Ground floor premises in most buildings are confined to a variety of secondary retailing and allied uses.</p> <p>The Building is a 26-storey residential block over 2 storey podium on Ground to 1st Floor for general retail purpose. The development was completed in 2003.</p> <p>The saleable area of the property as measured from the registered floor plan is about 260ft<sup>2</sup> (24.15m<sup>2</sup>).</p> <p>The property comprises one of the shop units on Ground Floor of the building.</p> <p>The Lot is held under Conditions of Regrant No. UB8893 for a term of 150 years from 26 June 1899. The Government rent payable for the property is part of HKD356 per annum.</p>	As informed by the Company, the property was vacant.	24,000,000

*Notes:*

1. The registered owner of the property is Gold Empire International Limited.
2. As advised by the Company, the equity interests of Gold Empire International Limited are 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Mortgage in favour of Hang Seng Bank Limited for all moneys dated 1 December 2021 vide Memorial No. 21123101600471.
  - b. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 1 December 2021 vide Memorial No. 21123101600486.
4. The property is zoned under Mong Kok (KPA 3) Outline Zoning Plan No. S/K3/38 approved on 29 October 2024 for “Commercial” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD88,477 to HKD161,290 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
15.	Shop C (No.280 Ma Tau Wai Road) on Ground Floor, On Chun Mansion, Nos. 278, 278A, 280 and 280A Ma Tau Wai Road, Kowloon  1/60 equal and undivided shares of Section A and Section B of Kowloon Inland Lot No. 2552 ("the Lots")	<p>On Chun Mansion ("the <b>Building</b>") is situated at the western side of Ma Tau Wai Road near its junction with Chi Kiang Street, in the To Kwa Wan District. The general area comprises a mixture of tenement style buildings and domestic accommodations. Ground floor premises in most buildings are confined to a variety of secondary retailing and allied uses.</p> <p>The Building is a 15-storey composite block with general retail use on Ground Floor completed in 1964.</p> <p>The saleable area of the property as measured from the registered floor plan is about 658ft<sup>2</sup> (61.13m<sup>2</sup>).</p> <p>The property comprises one of the shop units on Ground Floor of the building.</p> <p>The Lots are held under Government Lease for a term of 75 years from 27 July 1931 and is renewed for another term of 75 years. The Government rent payable for the property is part of HKD64 per annum.</p>	As informed by the Company, the property was vacant.	11,200,000

*Notes:*

1. The registered owner of the property is Queenswick Development Limited.
2. As advised by the Company, the equity interests of Queenswick Development Limited are 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Notice No. WCBZ/S102368/01/K-R11 issued by the Building Authority under Section 24C(1) of the Buildings Ordinance dated 8 January 2008 vide Memorial No. 08040302250187.
  - b. Mortgage in favour of Hang Seng Bank Limited for all moneys dated 1 December 2021 vide Memorial No. 21123101600498.
  - c. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 1 December 2021 vide Memorial No. 21123101600504.
  - d. Notice No. “UMB/MB02/2001-280/0001” issued by the Building Authority under Section 30B(3) of the Buildings Ordinance dated 12 October 2021 vide Memorial No. 22012401760016.
  - e. Notice No. “UMW/MB02/2001-280/0001” issued by the Building Authority under Section 30C(3) of the Buildings Ordinance dated 12 October 2021 vide Memorial No. 22012401760023.

In the course of our valuation, we have not allowed any reinstatement cost(s) that may incur to carry out the remedial works for complying the required works of the outstanding building orders and notices if so required.

4. The property is zoned under Ma Tau Kok (KPA 10) Outline Zoning Plan No. S/K10/30 approved on 5 September 2023 for “Residential (Group A)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD13,125 to HKD22,071 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD									
16.	Flat D (No.280A Ma Tau Wai Road) on Ground Floor, On Chun Mansion, Nos.278, 278A, 280 & 280A Ma Tau Wai Road, To Kwa Wan, Kowloon  1/60 equal and undivided shares of Section A and Section B of Kowloon Inland Lot No. 2552 (“the Lots”)	<p>On Chun Mansion (“the Building”) is situated at the western side of Ma Tau Wai Road near its junction with Chi Kiang Street, in the To Kwa Wan District. The general area comprises a mixture of tenement style buildings and domestic accommodations. Ground floor premises in most buildings are confined to a variety of secondary retailing and allied uses.</p> <p>The Building is a 15-storey composite block with general retail use on Ground Floor completed in 1964.</p> <p>The saleable area of the property as measured from the registered floor plan is as follows:</p> <table><tr><th colspan="3">Approx. Saleable Area</th></tr><tr><th></th><th>(ft<sup>2</sup>)</th><th>(m<sup>2</sup>)</th></tr><tr><td>G/F</td><td>598</td><td>55.56</td></tr></table> <p>* With yard of about 52ft<sup>2</sup> (4.83m<sup>2</sup>) thereof.</p> <p>The property comprises one of the shop units on Ground Floor of the building.</p> <p>The Lots are held under Government Lease for a term of 75 years from 27 July 1931 and is renewed for another term of 75 years. The Government rent payable for the property is part of HKD64 per annum.</p>	Approx. Saleable Area				(ft <sup>2</sup> )	(m <sup>2</sup> )	G/F	598	55.56	As informed by the Company, the property was vacant.	11,200,000
Approx. Saleable Area													
	(ft <sup>2</sup> )	(m <sup>2</sup> )											
G/F	598	55.56											



*Notes:*

1. The registered owner of the property is Harvest Dynamic Limited.
2. As advised by the Company, the equity interests of Harvest Dynamic Limited is 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Mortgage in favour of Hang Seng Bank Limited for all moneys dated 1 December 2021 vide Memorial No. 21123101600517.
  - b. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 1 December 2021 vide Memorial No. 21123101600528.
  - c. Notice No. “UMB/MB02/2001-280/0001” issued by the Building Authority under Section 30B(3) of the Buildings Ordinance dated 12 October 2021 vide Memorial No. 22012401760016.
  - d. Notice No. “UMW/MB02/2001-280/0001” issued by the Building Authority under Section 30C(3) of the Buildings Ordinance dated 12 October 2021 vide Memorial No. 22012401760023.

In the course of our valuation, we have not allowed any reinstatement cost(s) that may incur to carry out the remedial works for complying the required works of the outstanding building orders and notices if so required.

4. The property is zoned under Ma Tau Kok (KPA 10) Outline Zoning Plan No. S/K10/30 approved on 5 September 2023 for “Residential (Group A)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD13,125 to HKD22,071 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
17.	Shop D on Ground Floor, Wah Fat Mansion, Nos.1M, 1N & 1P – 1T Tung Choi Street, Kowloon  90/1,878 equal and undivided shares of Kowloon Inland Lot Nos. 6987, 6988, 6989, 6990, 6991, 6992 and 6993 (“the Lots”)	<p>Wah Fat Mansion (“<b>the Building</b>”) is situated at the southern side of Tung Choi Street near its junction with Dundas Street, in Mong kok District. Developments in the locality comprise mainly commercial developments intermingled with some residential/retail composite blocks and aged tenements buildings.</p> <p>The Building comprises a 23-storey residential block over 2 storey podium on Ground to 1st Floor for general retail purpose. The development was completed in 1980.</p> <p>The property comprises one of the shop units on Ground Floor of the Building.</p> <p>The saleable area of the property as measured from the registered floor plan is about 706ft<sup>2</sup> (65.59m<sup>2</sup>).</p> <p>The Lots are held under the respective Government Leases of KIL 6987, KIL 6988, KIL 6989, KIL 6990, KIL 6991, KIL 6992 and KIL 6993 for common terms of 75 years from 28 January 1907 renewed for further terms of 75 years. The Government rent payable for the property is part of HKD838 per annum.</p>	<p>As informed by the Company, the property was leased for a term of 3 years from 1 October 2023 to 30 September 2026.</p> <p>The committed rents were HKD65,000 per month for the first year; HKD70,000 for the second year and HKD75,000 per month for the third year, exclusive of rates, Government rent, and management fees.</p>	23,300,000

*Notes:*

1. The registered owner of the property is Well Lucky International Limited.
2. As advised by the Company, the equity interests of Well Lucky International Limited is 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Mortgage in favour of Hang Seng Bank Limited for all moneys dated 23 September 2022 vide Memorial No. 22102101760218; and
  - b. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 23 September 2022 vide Memorial No. 22102101760228.
4. The property is zoned under Mong Kok (KPA 3) Outline Zoning Plan No. S/K3/38 approved on 29 October 2024 for “Other Specified Uses” annotated “(Mixed Use)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD29,380 to HKD36,571 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

			Market value in existing state as at the Valuation Date HKD												
No. Property	Description and tenure	Particulars of occupancy													
18. Ground Floor and Cockloft, No.224 Queen’s Road West, Hong Kong  12/34 equal and undivided shares of and in the Inland Lot Nos.4393 and 4394 (“the Lots”)	<p>The development is situated at the junction of Queen’s Road West and Eastern Street within Sai Ying Pun District. The developments in the locality are characterized mainly by multi-storey composite buildings with ground floor for retail uses and residential units on upper floors.</p> <p>Existing development is a 7-storey (including cockloft) composite block with general retail use on Ground Floor completed in 1975.</p> <p>The saleable area of the property as measured from the registered floor plan are as follows:</p> <table><tr><th colspan="3">Approx. Saleable Area</th></tr><tr><th></th><th>ft<sup>2</sup></th><th>m<sup>2</sup></th></tr><tr><td>G/F</td><td>1,106</td><td>102.79</td></tr><tr><td>Cockloft</td><td>883</td><td>82.03</td></tr></table> <p><i>* With yard on Ground Floor of about 88ft<sup>2</sup> (8.18m<sup>2</sup>) thereof.</i></p> <p>The Lots are held under the respective Government Leases of IL 4393 and IL 4394 for common terms of 999 years from 1 September 1857. The Government rent payable for the property is part of HKD20 per annum.</p>	Approx. Saleable Area				ft <sup>2</sup>	m <sup>2</sup>	G/F	1,106	102.79	Cockloft	883	82.03	<p>As informed by the Company, the property was subject to a short lease-term from 1 September 2025 to 28 February 2026.</p> <p>The rental receivable was HKD142,000 per month, inclusive of Government rent and rates.</p>	41,500,000
Approx. Saleable Area															
	ft <sup>2</sup>	m <sup>2</sup>													
G/F	1,106	102.79													
Cockloft	883	82.03													

*Notes:*

1. The registered owner of the property is Wise Stand Limited.
2. As advised by the Company, the equity interests of Wise Stand Limited is 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Notice No. “UMB/MB021205-011/0001” issued by the Building Authority under Section 30B(3) of the Buildings Ordinance dated 12 June 2014 vide Memorial No. 21030801710086.
  - b. Notice No. “UMW/MB021205-011/0013” issued by the Building Authority under Section 30C(3) of the Buildings Ordinance dated 12 June 2014 vide Memorial No. 21030801710097.
  - c. Mortgage in favour of Hang Seng Bank Limited for all moneys dated 23 September 2022 vide Memorial No. 22102101760239.
  - d. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 23 September 2022 vide Memorial No. 22102101760247.

In the course of our valuation, we have not allowed any reinstatement cost(s) that may incur to carry out the remedial works for complying the required works of the outstanding building orders and notices if so required.

4. The property is zoned under Sai Ying Pun & Sheung Wan (HPA 3) Outline Zoning Plan No. S/H3/34 approved on 3 November 2020 for “Residential (Group A)7” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidences within the locality which have the similar characteristics as the property. The transaction unit rate of these comparables ranges from HKD27,854 to HKD43,076 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at the Valuation Date HKD
19.	Shop A1B on Ground Floor, Tai Fu Building, Nos. 6-20 Tai Tsun Street, Nos. 129-137 Tai Kok Tsui Road, Cosmopolitan Estate, Kowloon  1.11/192 equal and undivided shares of and in The Remaining Portion of Section N of Kowloon Marine Lot No. 28 (“ <b>the Lot</b> ”)	<p>Tai Fu Building (“<b>The Building</b>”) is situated at the junction of Tai Tsun Street and Tai Kok Tsui Road within Cosmopolitan Estate, Tai Kok Tsui District. which is a traditional residential area characterized mainly by multi-storey composite buildings with ground floor for retail uses and residential units on upper floors.</p> <p>Existing building is a 12-storey residential block over 2-storey podium on Ground to 1st Floor for commercial purposes. The Building was completed in 1974.</p> <p>The saleable area of the property as measured from the registered floor plan is about 419ft<sup>2</sup> (38.93m<sup>2</sup>).</p> <p>The Lot is held under Government Lease for a term of 999 years from 5 August 1871. The Government rent payable for the property is part of HKD26 per annum.</p>	<p>As informed by the Company, the property was leased for a term of 1 year from 1 September 2025 to 31 August 2026.</p> <p>The rent receivable was HKD35,000 per month, inclusive of Government rent, rates and management fees.</p>	18,500,000

*Notes:*

1. The registered owner of the property is Evergold Development Limited.
2. As advised by the Company, the equity interests of Evergold Development Limited is 100% held by the Company.
3. Pursuant to our land search records, the property is subject to, inter alia, the following encumbrances:
  - a. Mortgage in favour of Hang Seng Bank Limited for all moneys dated 23 September 2022 vide Memorial No. 22102101760258.
  - b. Assignment of Rental Income and Sale Proceeds in favour of Hang Seng Bank Limited dated 23 September 2022 vide Memorial No. 22102101760267.
4. The property is zoned under Mong Kok Outline (KPA 3) Zoning Plan No. S/K3/38 approved on 29 October 2024 for “Residential (Group A)” purposes.
5. In undertaking our valuation, we have identified and analyzed various relevant sales evidence within the locality that has similar characteristics to the property. The transaction unit rate of these comparables ranges from HKD29,134 to HKD54,545 per ft<sup>2</sup> (saleable area), appropriate adjustments and analysis are considered to the differences in several aspects including location and other characters between the comparables and the property to arrive at the market value. The general basis of adjustment is referenced to the guidelines and principles of the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards published by the International Valuation Standards Council that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made.

**RESPONSIBILITY STATEMENT**

This Scheme Document includes particulars given in compliance with the Takeovers Code for the purpose of providing information with regard to the Proposal, the Scheme, the Offeror and the Group.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Scheme Document (other than those relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that, to the best of their knowledge, opinions expressed in this Scheme Document (other than those expressed by the directors of the Offeror in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statements in this Scheme Document misleading.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this Scheme Document (other than those relating to the Group) and confirm, having made all reasonable enquiries, that, to the best of their knowledge, opinions expressed in this Scheme Document (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statements in this Scheme Document misleading.

**1. SHARE CAPITAL OF THE COMPANY**

As at the Latest Practicable Date,

- (a) the authorised share capital of the Company is HK\$500,000,000 divided into 5,000,000,000 Shares of a nominal or par value of HK\$0.1 each;
- (b) the issued share capital of the Company is HK\$180,528,260.80 divided into 1,805,282,608 Shares of a nominal or par value of HK\$0.1 each;
- (c) all of the Shares currently in issue are fully paid or credited as fully paid, and ranked *pari passu* in all respects including as to capital, dividends and voting;
- (d) no Shares had been issued by the Company since 31 December 2024 (being the end of the last financial year of the Company) up to the Latest Practicable Date; and
- (e) save for the 54,000,000 outstanding Share Options, among which (i) 18,000,000 Share Options are held by Mr. Freddie Wong; (ii) 18,000,000 Share Options are held by Mr. Alexander Wong; and (iii) 18,000,000 Share Options are held by Ms. Angela Wong, there were no outstanding options, warrants or conversion rights affecting the Shares.



## 2. MARKET PRICES

The table below shows the closing market prices of the Shares as quoted on the Stock Exchange (i) on the Latest Practicable Date; (ii) on the Last Trading Day and (iii) on the last Business Day of each of the calendar months during the Relevant Period:

<b>Date</b>	<b>Closing Price (HK\$)</b>
30 June 2025	0.077
31 July 2025	0.075
29 August 2025	0.078
30 September 2025	0.08
31 October 2025	0.074
28 November 2025	0.075
2 December 2025 (the Last Full Trading Day)	0.075
3 December 2025 (the Last Trading Day)	0.075
31 December 2025	0.12
23 January 2026 (the Latest Practicable Date)	0.12

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.123 per Share on 11 December 2025, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.071 per Share on 26 November 2025.

## 3. DISCLOSURE OF INTERESTS IN THE SHARES

As at the Latest Practicable Date:

- (a) (i) the Offeror (which is beneficially owned by Mr. Freddie Wong) owned, controlled or had direction over 1,132,553,428 Shares, representing approximately 62.74% of the issued Shares; and (ii) the Offeror Concert Parties do not hold any Shares;
- (b) save for the 54,000,000 outstanding Share Options held by the Offeror Concert Parties, with an exercise price of HK\$0.128 per Share and the exercise period from 3 January 2023 to 2 January 2030 (both days inclusive), there are no other outstanding options, warrants, derivatives, convertible securities or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company that carry a right to subscribe for or which are convertible into Shares;
- (c) save as disclosed in sub-paragraphs (a) and (b) above and save for (i) the deemed interests of Luck Gain, Mr. Freddie Wong and Ms. Tang Mei Lai, Metty in respect of the Shares held by the Offeror; and (ii) the deemed interest of Ms. Tang Mei Lai, Metty, in respect of the outstanding Share Options held by Mr. Freddie

Wong, none of the Offeror, its directors or the Offeror Concert Parties owned or had control or direction over any Shares or any options, warrants, derivatives or securities convertible into Shares;

- (d) save as disclosed in sub-paragraphs (a), (b) and (c) above, none of the other Directors or directors of the Offeror are interested (within the meaning of Part XV of the SFO) in the Shares or the underlying Shares;
- (e) no subsidiary of the Company, no pension fund of the Company or of a subsidiary of the Company and no person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of class (2) of the definition of “associate” under the Takeovers Code owned or controlled any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares;
- (f) there was no arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code which existed between the Company, or any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) or (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of “associate” under the Takeovers Code, and any other person;
- (g) no fund manager connected with the Company managed any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares on a discretionary basis;
- (h) neither the Company nor any Directors had borrowed or lent any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares;
- (i) no arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code existed between the Offeror or any of the Offeror Concert Parties, and any person; and
- (j) none of the Offeror and the Offeror Concert Parties had borrowed or lent any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares.

#### **4. DEALINGS IN THE SHARES**

During the Relevant Period,

- (a) no Director had dealt for value in any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares; and

- (b) save for the aggregate of 1,480,000 Shares purchased by the Offeror during the period from 9 June 2025 to 27 June 2025 as shown in the table below, none of the Offeror, the directors of the Offeror and the Offeror Concert Parties had dealt for value in any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares:

<b>Date (Note)</b>	<b>Number of Shares purchased</b>	<b>Range of price per Share</b>
9 June 2025 to 11 June 2025	770,000	HK\$0.081 to HK\$0.085
17 June 2025 to 20 June 2025	570,000	HK\$0.082 to HK\$0.083
24 June 2025 to 27 June 2025	<u>140,000</u>	HK\$0.080 to HK\$0.085
<b>Total</b>	<b><u>1,480,000</u></b>	

*Note:* In accordance with the provisions of Note 4 to paragraph 4 of Schedule I to the Takeovers Code, the above purchases of Shares are aggregated on a weekly basis. As set out in the paragraph headed “14. Documents On Display” in Appendix III to this Scheme Document, the full list of dealings will be available on display on the website of the Company and on the website of the SFC.

During the period commencing on 9 December 2025 (being the Announcement Date) and ending on the Latest Practicable Date,

- (a) no subsidiary of the Company, no pension fund of the Company or of a subsidiary of the Company and no person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of class (2) of the definition of “associate” under the Takeovers Code had dealt for value in any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares;
- (b) no person who had an arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Company, or any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of “associate” under the Takeovers Code had dealt for value in any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares; and
- (c) no fund manager (other than exempt fund managers) connected with the Company who managed any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares on a discretionary basis had dealt for value in any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares.

**5. DISCLOSURE OF INTERESTS IN THE OFFEROR'S SHARES**

As at the Latest Practicable Date:

- (a) Mr. Freddie Wong, being an executive Director, was the sole ultimate beneficial shareholder, and a director of, the Offeror; and
- (b) save as disclosed above, none of the Company and the Directors were interested in any shares of the Offeror or any convertible securities, warrants, options or derivatives in respect of any shares of the Offeror.

**6. DEALINGS IN OFFEROR'S SHARES**

During the Relevant Period, neither the Company nor any Directors had dealt for value in any shares of the Offeror, or any convertible securities, warrants, options or derivatives in respect of any shares of the Offeror.

**7. ARRANGEMENTS IN CONNECTION WITH THE PROPOSAL**

As at the Latest Practicable Date:

- (a) (i) there was no agreement, arrangement or understanding between the Offeror and any other person in relation to the transfer, charge or pledge of the Shares to be acquired pursuant to the Proposal and (ii) the Offeror had no intention to transfer, charge or pledge any Shares acquired pursuant to the Proposal to any other person;
- (b) save for the Proposal, there was no agreement, arrangement or understanding (including any compensation arrangement) existing between the Offeror or any of the Offeror Concert Parties and any Director, recent Director, Shareholder or recent Shareholder having any connection with or being dependent upon the Proposal;
- (c) there was no agreement or arrangement to which the Offeror or any of the Offeror Concert Parties was a party which relates to circumstances in which the Offeror may or may not invoke or seek to invoke a Condition;
- (d) none of the Offeror and the Offeror Concert Parties had received any irrevocable commitment to vote for or against the Proposal;
- (e) other than the Cancellation Price, the Offeror or the Offeror Concert Parties had not paid and will not pay any other consideration, compensation or benefit in whatever form to the Scheme Shareholders or persons acting in concert with them in relation to the Scheme Shares; and

- (f) there was no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder and (ii)(1) the Offeror and Offeror Concert Parties, or (ii)(2) the Company, its subsidiaries or associated companies.

## **8. ARRANGEMENTS AFFECTING THE DIRECTORS**

As at the Latest Practicable Date:

- (a) no benefit (other than statutory compensation required under applicable laws) would be given to any Director as compensation for loss of office or otherwise in connection with the Proposal;
- (b) there was no agreement or arrangement between any Director and any other person which is conditional on or dependent upon the outcome of the Proposal or otherwise connected with the Proposal; and
- (c) there was no material contract entered into by the Offeror in which any Director has a material personal interest.

## **9. DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, the Company had entered into the following agreements and letters of appointment with the Directors:

- (a) The service agreement dated 16 October 2025 entered into between the Company and Mr. Freddie Wong, pursuant to which Mr. Freddie Wong was appointed as an executive Director for a term of two years commencing from 18 October 2025 and expiring on 17 October 2027 and entitled to an annual director's fee of HK\$100,000 and extra remuneration of HK\$320,000 per month. The remuneration of Mr. Freddie Wong was determined by the Board on recommendation of the remuneration committee of the Company with reference to his experience and standing, role and responsibilities, and expected contribution to the Group.
- (b) The service agreement dated 28 August 2024 (as amended and supplemented by the supplemental agreement dated 25 March 2025) entered into between the Company and Mr. Alexander Wong, pursuant to which Mr. Alexander Wong was appointed as an executive Director for a term of three years commencing from 25 August 2024 and expiring on 24 August 2027 and entitled to an annual director's fee of HK\$100,000 plus remuneration of HK\$116,667 per month and sharing of 6% of the annual profit before tax of the Group's money lending business and 2.5% of the annual profit before tax of the Group (excluding that of the money lending business, any fair value gain or loss of the Group's investment properties and any gain or loss from disposal of the Group's investment properties) and 2.5% of the gain on the Group's disposal of investment property acquired from 2018 and onwards (being the consideration of the disposal less the related cost incurred for the disposal and the acquisition cost and related expenses of the relevant investment property). The remuneration of Mr. Alexander Wong was

determined by the Board on recommendation of the remuneration committee of the Company with reference to his experience, duties and responsibilities, time commitment and the prevailing market conditions.

- (c) The letter of appointment dated 12 September 2025 entered into between the Company and Mr. SHA Pau, Eric pursuant to which Mr. SHA Pau, Eric was appointed as an independent non-executive Director for a term of one and a half years commencing on 13 September 2025 and expiring on 12 March 2027 and entitled to receive a director's fee of HK\$120,000 per annum. The remuneration of Mr. SHA Pau, Eric was determined by the Board on recommendation of the remuneration committee of the Company with reference to his experience, duties and responsibilities, time commitment and the prevailing market conditions.
- (d) The letter of appointment dated 19 December 2025 entered into between the Company and Mr. WONG Chung Kwong pursuant to which Mr. WONG Chung Kwong was appointed as an independent non-executive Director for a term of one and a half years commencing on 1 January 2026 and expiring on 30 June 2027 and entitled to receive a director's fee of HK\$120,000 per annum. The remuneration of Mr. WONG Chung Kwong was determined by the Board on recommendation of the remuneration committee of the Company with reference to his experience, duties and responsibilities, time commitment and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors had entered into any service contract with the Company or any of its subsidiaries or associated companies which are in force and which (i) (including both continuous and fixed-term contracts) had been entered into or amended within 6 months before the Announcement Date; (ii) was a continuous contract with a notice period of 12 months or more; or (iii) was a fixed term contract with more than 12 months to run irrespective of the notice period.

## **10. MATERIAL LITIGATION**

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in or may become a party to any litigation or arbitration or claim of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

## **11. MATERIAL CONTRACTS**

As at the Latest Practicable Date, none of the members of the Group had entered into any material contracts, not being contracts entered into in the ordinary course of business carried on or intended to be carried on by any member of the Group, within the two years before the Announcement Date and up to and including the Latest Practicable Date.

**12. EXPERTS AND CONSENTS**

The following are the qualifications of the experts which have given advice which is contained in this Scheme Document:

<b>Name</b>	<b>Qualification</b>
Somerley Capital	a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Odysseus Capital	a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO
PricewaterhouseCoopers	Certified Public Accountants
Jones Lang LaSalle Corporate Appraisal and Advisory Limited	an independent professional property valuer

Each of the experts mentioned above has given and has not withdrawn its written consent to the issue of this Scheme Document with the inclusion therein of its opinion, report and/or letter (as the case may be) and/or the references to its name and/or its opinion, report and/or letter in the form and context in which they respectively appear.

**13. MISCELLANEOUS**

- (a) The registered office of the Offeror is at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, BVI.
- (b) Principal members of the Offeror Concert Parties include Mr. Freddie Wong, Mr. Alexander Wong, Ms. Tang Mei Lai, Metty, Ms. Angela Wong and Luck Gain, and their correspondence address is at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong.
- (c) The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (d) The head office and principal place of business in Hong Kong of the Company is Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong.
- (e) The principal share registrar and transfer office of the Company is at Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (f) The Hong Kong Branch Share Registrar is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (g) The principal office of business of Odysseus Capital is at Suite 7B, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong.

- (h) The principal office of business of Somerley Capital is at 20th Floor, China Building, 29 Queen's Road Central, Hong Kong.
- (i) The company secretary of the Company is Ms. MUI Ngar May, Joel. She is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute and has over 25 years of experience in the company secretarial field.
- (j) The English language text of this Scheme Document shall prevail over the Chinese language text.

#### **14. DOCUMENTS ON DISPLAY**

A copy of the following documents will be available on display on the website of the Company at [www.legendupstarholdings.com](http://www.legendupstarholdings.com) and on the website of the SFC at [www.sfc.hk](http://www.sfc.hk) from the date of this Scheme Document until the Effective Date or the date on which the Scheme lapses or is withdrawn, whichever is the earlier:

- (a) the memorandum of association and articles of association of the Offeror;
- (b) the amended and restated memorandum of association and articles of association of the Company adopted on 8 June 2023;
- (c) the annual reports of the Company for each of the years ended 31 December 2022, 2023 and 2024;
- (d) the interim reports of the Company for the six months ended 30 June 2024 and 2025;
- (e) the letter from the Board, the text of which is set out in Part III of this Scheme Document;
- (f) the letter from the Independent Board Committee, the text of which is set out in Part IV of this Scheme Document;
- (g) the letter from the Independent Financial Adviser, the text of which is set out in Part V of this Scheme Document;
- (h) the property valuation report issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, the text of which is set out in Appendix II to this Scheme Document;
- (i) the letter from PricewaterhouseCoopers, the text of which is set out in Appendix IV to this Scheme Document;
- (j) the letter from Somerley Capital, the text of which is set out in Appendix V to this Scheme Document;
- (k) the written consents referred to in the section headed “12. EXPERTS AND CONSENTS” in this Appendix III to this Scheme Document;



- (l) the service contracts referred to in the paragraph headed “9. *DIRECTORS’ SERVICE CONTRACTS*” in this Appendix III to this Scheme Document;
- (m) the full list of dealings referred to in the section headed “4. *DEALINGS IN THE SHARES*” in this Appendix III to this Scheme Document; and
- (n) this Scheme Document.

*The following is the text of a letter from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this Scheme Document.*



羅兵咸永道

The Board of Directors  
**Legend Upstar Holdings Limited**  
Rooms 2505-8,  
25th Floor World-Wide House  
19 Des Voeux Road Central  
Hong Kong

28 January 2026

Dear Sirs,

Legend Upstar Holdings Limited (the “**Company**”)

**Loss Estimate for Year Ended 31 December 2025**

We refer to the estimate of the consolidated net loss attributable to equity holders of the Company for the year ended 31 December 2025 (the “**Loss Estimate**”) in connection with the following statements set forth in the profit warning announcement of the Company dated 30 December 2025 (the “**Profit Warning Announcement**”).

*“The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company and potential investors that based on a preliminary review of the unaudited consolidated management accounts of the Group and other information currently available to the Group, the Group has recorded an operating profit generated from property agency business, credit business and properties investment business, excluding a fair value loss on investment properties (the “**Operating Profits**”) for the eleven months ended 30 November 2025. However, the fair value loss on investment properties (the “**Fair Value Loss**”) for the same period of approximately HK\$117 million as compared to the Fair Value Loss for the year ended 31 December 2024 of approximately HK\$54 million, outweighs the Operating Profits. As at 30 November 2025, the carrying value of the Group’s investment properties was approximately HK\$836 million. Although such Fair Value Loss does not affect the Group’s operating cashflow position, the Group expects to record a deterioration in financial results for the year ending 31 December 2025 as compared to the consolidated net loss attributable to equity holders of approximately HK\$26 million for the year ended 31 December 2024.”*

**Directors’ Responsibilities**

The Loss Estimate has been prepared by the directors of the Company based on the unaudited consolidated management accounts of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the eleven months ended 30 November 2025 and an estimate of the consolidated results of the Group for the period ended 31 December 2025.

The Company’s directors are solely responsible for the Loss Estimate.

**Our Independence and Quality Management**

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

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

**Reporting Accountant’s Responsibilities**

Our responsibility is to express an opinion on the accounting policies and calculations of the Loss Estimate based on our procedures.

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 500, *Reporting on Profit Forecasts, Statements of Sufficiency of Working Capital and Statements of Indebtedness* and with reference to Hong Kong Standard on Assurance Engagements 3000 (Revised), *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* issued by the HKICPA. Those standards require that we plan and perform our work to obtain reasonable assurance as to whether, so far as the accounting policies and calculations are concerned, the Company’s directors have properly compiled the Loss Estimate in accordance with the bases adopted by the directors and as to whether the Loss Estimate is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

**Opinion**

In our opinion, so far as the accounting policies and calculations are concerned, the Loss Estimate has been properly compiled in accordance with the bases adopted by the directors as set out in the Profit Warning Announcement and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the interim report of the Company for the six months ended 30 June 2025.

Yours faithfully,

**PricewaterhouseCoopers**  
*Certified Public Accountants*  
Hong Kong



## SOMERLEY CAPITAL LIMITED

20th Floor  
China Building  
29 Queen's Road Central  
Hong Kong

28 January 2026

The Board of Directors  
Legend Upstar Holdings Limited  
Rooms 2505-8, 25th Floor, World-Wide House,  
19 Des Voeux Road Central,  
Hong Kong

Dear Sirs,

We refer to the announcement (the “**Profit Warning Announcement**”) of Legend Upstar Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 30 December 2025. Capitalised terms used in this letter shall have the same meanings as defined in the Profit Warning Announcement unless otherwise specified.

We also refer to the statements (the “**Statement**”) made by directors of the Company (the “**Directors**”) in the Profit Warning Announcement as follows:

*“The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company and potential investors that based on a preliminary review of the unaudited consolidated management accounts of the Group and other information currently available to the Group, the Group has recorded an operating profit generated from property agency business, credit business and properties investment business, excluding a fair value loss on investment properties (the “**Operating Profits**”) for the eleven months ended 30 November 2025. However, the fair value loss on investment properties (the “**Fair Value Loss**”) for the same period of approximately HK\$117 million as compared to the Fair Value Loss for the year ended 31 December 2024 of approximately HK\$54 million, outweighs the Operating Profits. As at 30 November 2025, the carrying value of the Group’s investment properties was approximately HK\$836 million. Although such Fair Value Loss does not affect the Group’s operating cashflow position, the Group expects to record a deterioration in financial results for the year ending 31 December 2025 as compared to the consolidated net loss attributable to equity holders of approximately HK\$26 million for the year ended 31 December 2024.”*

The Statement is regarded as a profit forecast under Rule 10 of the Takeovers Code, and is therefore required to be reported on pursuant to Rule 10 of the Takeovers Code.

The Statement has been prepared by the Directors based on the unaudited consolidated management accounts of the Group for the eleven months ended 30 November 2025 and an estimate of the consolidated results of the Group for the period ended 31 December 2025.

For the purpose of this letter, we have relied on the information and facts supplied, and the opinion expressed by the Directors and management of the Company, and have assumed that they are true, accurate and complete in all material aspects as at the date hereof. We have no reason to believe that any material information has been omitted or withheld, or to doubt the truth or accuracy of the information provided. We have, however, not carried out any independent verification of the information supplied nor verified the computations leading to the Statement.

We have discussed with you the bases upon which the Statement was prepared. We have also considered the report dated 28 January 2026 issued to you by PricewaterhouseCoopers, the reporting accountant of the Company, the text of which is set out in Appendix IV to the Scheme Document.

Based on the above, we are satisfied that the Statement, for which the Directors are solely responsible, has been made with due care and consideration.

Yours faithfully,  
for and on behalf of  
**SOMERLEY CAPITAL LIMITED**  
**M. N. Sabine**      **John Wong**  
*Chairman*      *Director*

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

Cause No. FSD 369 of 2025 (RPJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2025 REVISION)  
AND IN THE MATTER OF LEGEND UPSTAR HOLDINGS LIMITED 駿聯控股有限公司

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**SCHEME OF ARRANGEMENT**

**Between**

**LEGEND UPSTAR HOLDINGS LIMITED**  
駿聯控股有限公司

**and**

**THE SCHEME SHAREHOLDERS**  
**(as hereinafter defined)**

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(A) In this Scheme, unless inconsistent with the subject or context, the following expressions shall bear the following meanings:

“acting in concert”	has the same meaning ascribed to it under the Takeovers Code, and “concert parties” shall be construed accordingly
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Cancellation Price”	the cancellation price of HK\$0.133 per Scheme Share payable in cash by the Offeror to the Scheme Shareholders pursuant to the Scheme
“Companies Act”	the Companies Act (2025 Revision) of the Cayman Islands, as consolidated and revised from time to time
“Company”	Legend Upstar Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 459)

“Condition(s)”	the condition(s) to the implementation of the Proposal and the Scheme as set out in the section headed “5. <i>Conditions of the Proposal and the Scheme</i> ” of the Explanatory Memorandum of the Scheme Document
“Director(s)”	the director(s) of the Company
“Disinterested Scheme Shareholders”	all Shareholders, other than the Offeror and the Offeror Concert Parties
“Effective Date”	the date on which the Scheme becomes effective in accordance with the Companies Act
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Explanatory Memorandum”	the explanatory memorandum set out in Part VI of the Scheme Document
“Grand Court”	the Grand Court of the Cayman Islands
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board comprising all the independent non-executive Directors, namely Mr. SHA Pau, Eric, Mr. WONG Chung Kwong and Mr. LI Wai Keung
“Independent Financial Adviser” or “Somerley Capital”	Somerley Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed, with the approval of the Independent Board Committee, to advise the Independent Board Committee in relation to the Proposal and the Scheme
“Latest Practicable Date”	Friday, 23 January 2026, being the latest practicable date prior to the date of the Scheme Document for the purpose of ascertaining certain information contained in the Scheme Document

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time
“Long Stop Date”	30 June 2026 (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Grand Court on application of the Company may allow and in all cases, as permitted by the Executive)
“Luck Gain”	Luck Gain Holdings Limited, a company incorporated in the BVI with limited liability by shares which is directly and beneficially wholly-owned by Mr. Freddie Wong as at the Latest Practicable Date
“Mr. Alexander Wong”	Mr. WONG Alexander Yiu Ming, an executive Director and the son of Mr. Freddie Wong
“Mr. Freddie Wong”	Mr. WONG Kin Yip, Freddie, the Chairman of the Company and an executive Director and a director and the sole ultimate beneficial shareholder of the Offeror
“Ms. Angela Wong”	Ms. WONG Ching Yi, Angela, an executive Director, a director of the Offeror and the daughter of Mr. Freddie Wong
“Odysseus Capital”	Odysseus Capital Asia Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the financial adviser to the Offeror in relation to the Proposal
“Offeror”	Wealth Builder Holdings Limited, a company incorporated in the BVI with limited liability by shares which is indirectly and beneficially wholly-owned by Mr. Freddie Wong through Luck Gain as at the Latest Practicable Date
“Offeror Concert Parties”	any party(ies) acting in concert with the Offeror under the definition of “acting in concert” under the Takeovers Code including, for the avoidance of doubt, Mr. Freddie Wong, Mr. Alexander Wong, Ms. Tang Mei Lai, Metty and Ms. Angela Wong and Luck Gain



“Proposal”	the proposal for the privatisation of the Company by the Offeror by way of the Scheme, and the withdrawal of listing of the Shares from the Stock Exchange, on the terms and subject to the Conditions set out in the Scheme Document
“Register”	the principal or branch register of members of the Company (as the case may be) in respect of the Shares
“Scheme”	a scheme of arrangement between the Company and the Scheme Shareholder under Section 86 of the Companies Act (subject to the Conditions) involving, among others, the cancellation and extinguishment of all the Scheme Shares and the restoration of the number of issued shares in the issued share capital of the Company to the number immediately before the cancellation and extinguishment of the Scheme Shares
“Scheme Document”	the composite scheme document (of which the Scheme forms part) jointly issued by the Offeror and the Company containing, amongst other things, further details of the Proposal and the Scheme
“Scheme Record Date”	Friday, 20 March 2026 (or such other date as may be announced to the Shareholders), being the record date for the purpose of determining entitlements of the Scheme Shareholders to the Cancellation Price upon the Scheme becoming effective
“Scheme Share(s)”	Share(s) in issue on the Scheme Record Date other than those held by the Offeror and the Offeror Concert Parties (if any)
“Scheme Shareholder(s)”	the registered holder(s) of the Scheme Shares as at the Scheme Record Date
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the share(s) of a nominal or par value of HK\$0.1 each in the share capital of the Company

“Share Option(s)”	share option(s) granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 18 June 2020
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers (as revised from time to time)
“%”	per cent.

- (B) The Company was incorporated as an exempted company on 15 January 2001 with limited liability in the Cayman Islands.
- (C) As at the Latest Practicable Date: (i) the authorised share capital of the Company was HK\$500,000,000 divided into 5,000,000,000 Shares with a nominal or par value of HK\$0.1 each; and (ii) the issued share capital of the Company was HK\$180,528,260.80 divided into 1,805,282,608 Shares with a nominal or par value of HK\$0.1 each, all of which are fully paid or credited as fully paid. Since 15 March 2001, the issued Shares of the Company have been listed and traded on the Growth Enterprise Market (“GEM”) of the Stock Exchange. On 18 August 2008, the Company transferred the listing of its shares from GEM of the Stock Exchange to the Main Board of the Stock Exchange.
- (D) The Offeror has proposed the privatisation of the Company by way of the Scheme.
- (E) The primary purpose of the Scheme is to privatise the Company by cancelling and extinguishing all of the Scheme Shares in consideration for the Cancellation Price so that after the completion of the Scheme, the Offeror will own the entire issued share capital of the Company. Contemporaneously with the cancellation and extinguishment of the Scheme Shares, the share capital of the Company will be maintained by the issuance at par to the Offeror, credited as fully paid, of the aggregate number of Shares as is equal to the number of Scheme Shares cancelled. The reserve created in the Company’s books of account as a result of the cancellation of the Scheme Shares will be applied in paying up in full at par the new Shares so issued to the Offeror.

- (F) As at the Latest Practicable Date, the major shareholdings of the Company were as follows:

	Number of Shares	Approximate % (Note 1)
<b>The Offeror and Offeror Concert Parties</b> (Notes 2 and 3)	1,132,553,428	62.74
<b>Scheme Shareholders</b> who are Disinterested Scheme Shareholders	672,729,180	37.26
<b>Total Shares in issue</b>	1,805,282,608	100.00

*Notes:*

- (1) All percentages in the above table are approximations and the shareholding percentages in the table are subject to rounding adjustment.
  - (2) The Shares held by the Offeror will not form part of the Scheme Shares and will not be voted at the Court Meeting. Under the Scheme, Shares held by the Offeror will not be cancelled and extinguished. The issued share capital of the Company will, on the Effective Date, be reduced by cancelling and extinguishing the Scheme Shares, and forthwith upon such reduction, the issued share capital of the Company will be increased to its former amount by the issuance to the Offeror, credited as fully paid, of the same number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished.
  - (3) As at the Latest Practicable Date, (a) the Offeror holds 1,132,553,428 Shares; (b) the Offeror Concert Parties do not hold any Shares; and (c) there are 54,000,000 outstanding Share Options issued by the Company, among which (i) 18,000,000 Share Options are held by Mr. Freddie Wong; (ii) 18,000,000 Share Options are held by Mr. Alexander Wong; and (iii) 18,000,000 Share Options are held by Ms. Angela Wong.
  - (4) As at the Latest Practicable Date, save for (i) the deemed interest of Mr. Freddie Wong in respect of the Shares held by the Offeror; and (ii) interests of Mr. Freddie Wong, Mr. Alexander Wong and Ms. Angela Wong in respect of the outstanding Share Options, none of the other Directors are interested (within the meaning of Part XV of the SFO) in the Shares or the underlying Shares.
- (G) Each of the Offeror and the Offeror Concert Parties will procure that any Shares in respect of which they are legally or beneficially interested will not be represented or voted at the Court Meeting convened at the direction of the Grand Court for the purpose of considering and, if thought fit, approving the Scheme.
- (H) The Offeror and the Offeror Concert Parties have undertaken to the Grand Court to be bound by the terms of the Scheme, and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by each of them for the purpose of giving effect to the Scheme.

**THE SCHEME****PART I****CANCELLATION AND EXTINGUISHMENT OF THE SCHEME SHARES**

1. On the Effective Date:
  - (a) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares and the Scheme Shareholders (as appears in the Register on the Scheme Record Date) shall cease to have any right with respect to the Scheme Shares except the right to receive the Cancellation Price;
  - (b) subject to and forthwith upon such reduction of issued share capital taking effect, the number of issued Shares in the issued share capital of the Company will be restored to its former amount by issuing to the Offeror the same number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished; and
  - (c) the Company shall apply the credit arising in the Company's books of accounts as a result of the cancellation and extinguishment of the Scheme Shares by paying up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished, which shall be allotted and issued and credited as fully paid at par to the Offeror as mentioned in paragraph (b) above.

**PART II****CONSIDERATION FOR THE CANCELLATION AND EXTINGUISHMENT OF THE SCHEME SHARES**

2. In consideration of the cancellation and extinguishment of the Scheme Shares, the Offeror shall pay (or procure that there shall be paid) to each Scheme Shareholder (as appearing in the Register on the Scheme Record Date), the Cancellation Price of HK\$0.133 for each Scheme Share cancelled and extinguished.

**PART III****GENERAL**

3.
  - (a) As soon as possible and but in any event no later than seven (7) business days (as defined in the Takeovers Code) after the Effective Date, the Offeror shall send or cause to be sent to the Scheme Shareholders cheques in respect of the sums payable to such Scheme Shareholders pursuant to paragraph 2 of this Scheme.
  - (b) All such cheques shall be sent by ordinary post (by airmail where appropriate) in postage pre-paid envelopes addressed to such Scheme Shareholders at their respective registered addresses as appearing in the Register as on the Scheme

Record Date, or in the case of joint holders, at the address appearing in the Register as at the Scheme Record Date of the joint holder whose name then stands first in the Register in respect of the relevant joint holding.

- (c) All cheques shall be made payable to the order of the person or persons to whom, in accordance with the provisions of paragraph 3(b) of this Scheme, the envelope containing the same is addressed and the encashment of any such cheque shall be a good discharge to the Offeror for the moneys represented thereby.
- (d) All cheques will be posted at the risk of the persons entitled and none of the Offeror, the Offeror Concert Parties, the Company, Odysseus Capital, Somerley Capital and the Hong Kong Branch Share Registrar and their respective beneficial owners, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible for any loss or delay in transmission.
- (e) On or after the day being six (6) calendar months after the date of posting of the cheques for the payment of the Cancellation Price pursuant to paragraph 3(b) of this Scheme, the Offeror shall have the right to cancel or countermand payment of any such cheque which has not been cashed or which has been returned uncashed, and shall place all monies represented thereby in a deposit account in the name of the Offeror (or its nominee) with a licensed bank in Hong Kong selected by the Offeror (or its nominee). The Offeror (or its nominee) shall hold monies represented by such uncashed cheques until the expiry of six (6) years from the Effective Date and shall, prior to such date, make payments therefrom of the sums payable pursuant to paragraph 2 of this Scheme to persons who satisfy the Offeror (or its nominee) that they are respectively entitled thereto and the cheques referred to in paragraph 3(b) of this Scheme of which they are payees have not been cashed. Any payments made by the Offeror shall not include an interest accrued on the sums to which the respective persons are entitled pursuant to this Scheme. The Offeror shall exercise its absolute discretion in determining whether or not it is satisfied that any person is so entitled, and a certificate of the Offeror to the effect that any particular person is so entitled or not so entitled, as the case may be, shall be conclusive and binding upon all persons claiming an interest in the relevant monies.
- (f) On the expiry of six (6) years from the Effective Date, the Offeror (and, if applicable, its nominee or successor company) shall be released from any further obligation to make any payments under this Scheme and the Offeror shall be absolutely entitled to the balance (if any) of the sums then standing to the credit of the deposit account referred to in paragraph 3(e) of this Scheme, including accrued interest (if any) subject, if applicable, to any deduction of interest, tax or any withholding tax or any other deduction required by law and expenses incurred.
- (g) The preceding sub-paragraphs of this paragraph 3 shall take effect subject to any prohibition or condition imposed by law.

- (h) Upon cancellation and extinguishment of the Scheme Shares, the Register shall be updated to reflect such cancellation and extinguishment.
- 4. As from and including the Effective Date:
  - (a) all share certificates for the Scheme Shares shall cease to have effect as documents or evidence of title for such Scheme Shares and every holder thereof shall be bound, at the request of the Company, to deliver up such certificates to the Company or to any person appointed by the Company to receive the same for cancellation;
  - (b) all instruments of transfer validly subsisting as at the Scheme Record Date in respect of the transfer of any number of the Scheme Shares shall cease to be valid for all purposes as instruments of transfer; and
  - (c) all mandates or other instructions to the Company in force as at the Scheme Record Date in relation to any of the Scheme Shares shall cease to be valid as effective mandates or instructions.
- 5. Subject to the Conditions having been fulfilled or waived, the Scheme shall become effective as soon as a copy of the order of the Grand Court sanctioning the Scheme has been delivered to the Registrar of Companies in the Cayman Islands for registration pursuant to section 86(3) of the Companies Act.
- 6. Unless this Scheme shall have become effective on or before the Long Stop Date, this Scheme shall lapse and be of no effect.
- 7. The Company and the Offeror may jointly consent for and on behalf of all parties concerned to any modification of or addition to this Scheme or to any condition which the Grand Court may see fit to approve or impose without any further court meeting to be held therefor.
- 8. All costs, charges and expenses shall be borne and paid in the manner described in the Scheme Document.
- 9. This Scheme shall be governed by, and construed in accordance with, the laws of the Cayman Islands.
- 10. The Grand Court shall have exclusive jurisdiction to hear and determine any dispute that arises out of or is connected with the terms of this Scheme and/or its implementation.

28 January 2026

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

Cause No. FSD 369 of 2025 (RPJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2025 REVISION)  
AND IN THE MATTER OF LEGEND UPSTAR HOLDINGS LIMITED 鈐聯控股有限公司

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**NOTICE OF COURT MEETING**

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**NOTICE IS HEREBY GIVEN** that, by an order dated 19 January 2026 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Grand Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the Scheme Shareholders (as defined in the Scheme Document hereinafter mentioned) for the purpose of considering and, if thought fit, approving (voting together as a single class), a scheme of arrangement (with or without modifications) (the “**Scheme**”) proposed to be made between Legend Upstar Holdings Limited (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will be held at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Friday, 20 February 2026 at 11:00 a.m. (Hong Kong time) at which all Scheme Shareholders are invited to attend.

A copy of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme are incorporated in the composite scheme document dated 28 January 2026 (“**Scheme Document**”) of which this notice forms part. A copy of the Scheme Document may also be obtained by the Scheme Shareholders from the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong during usual business hours.

Any Scheme Shareholder may vote in person at the Court Meeting or they may appoint another person as his/her proxy (who must be an individual), whether a member of the Company or not, to attend, speak and vote instead of him/her. Any Scheme Shareholder who is the holder of two or more Scheme Shares (as defined in the Scheme Document) may appoint more than one proxy to represent him/her. If more than one proxy is appointed, the number of Scheme Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy. A **pink** form of proxy for use at the Court Meeting (or any adjournment thereof) is enclosed with the Scheme Document despatched to, among others, the Scheme Shareholders on Wednesday, 28 January 2026. Completion and return of the **pink** form of proxy will not prevent a Scheme Shareholder from attending and voting in person at the Court Meeting (or any adjournment thereof) if he/she wishes to do so and in such event, the **pink** form of proxy submitted shall be deemed to have been revoked.

Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Court Meeting, either in person or by proxy, in respect of such share(s) as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Court Meeting, the vote of the senior holder who tenders a vote,

whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.

Beneficial holders of the Scheme Shares should contact the registered holder or their broker, custodian or nominee, promptly to receive information on voting.

In order to be effective, the **pink** forms of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 11:00 a.m. on Wednesday, 18 February 2026. Alternatively, the **pink** forms of proxy may be handed to the chairman of the Court Meeting, who shall have absolute discretion as to whether or not to accept it, before the taking of poll if it is not so lodged.

By the Order of the Grand Court, the Grand Court has appointed Mr. LI Wai Keung, an independent non-executive director of the Company, or failing whom, Mr. WONG Chung Kwong, also an independent non-executive director of the Company, or failing whom, Mr. SHA Pau, Eric, also an independent non-executive director of the Company as at the date of the Court Meeting, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Grand Court.

If approved at the Court Meeting, the Scheme will be subject to the subsequent sanction of the Grand Court.

By order of the Board  
**Legend Upstar Holdings Limited**  
**MUI Ngar May, Joel**  
*Company Secretary*

Hong Kong, 28 January 2026

***Registered Office:***

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

***Head office and principal place of business in Hong Kong:***

Rooms 2505-8, 25th Floor, World-Wide House,  
19 Des Voeux Road Central,  
Hong Kong

***Notes:***

- (1) Voting at the Court Meeting will be taken by poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Takeovers and Mergers.



- (2) The register of members of the Company will be closed from Thursday, 12 February 2026 to Friday, 20 February 2026 (both days inclusive) and during such period no transfer of shares will be registered. In order to be entitled to attend and vote at the Court Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 11 February 2026.
- (3) If any severe weather condition is or is expected to be in force at any time after 8:00 a.m. on the date of the Court Meeting, the Court Meeting will be adjourned. The Company will post an announcement on the respective websites of The Stock Exchange of Hong Kong Limited and the Company to notify the members of the date, time and venue of the adjourned meeting. For the purpose of this notice, “severe weather” refers to the scenario where a tropical cyclone warning signal number 8 or above is hoisted, a black rainstorm warning and/or the “Extreme Conditions” warning as announced by the Hong Kong Government is/are in force in Hong Kong. Further announcement(s) will be made if there is any change to the expected timetable as a result of any severe weather.



**Legend Upstar Holdings Limited**

**駿 聯 控 股 有 限 公 司**

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

**(Stock Code: 459)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of holders of shares having a nominal or par value of HK\$0.1 each (the “**Shares**”) in the share capital of Legend Upstar Holdings Limited (the “**Company**”) will be held at 11:30 a.m. (Hong Kong time) (or as soon as practicable after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document hereinafter mentioned) on Friday, 20 February 2026 at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions:

### **SPECIAL RESOLUTION**

1. “**THAT:**

- (A) Pursuant to a scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the “**Scheme**”) as set out in the composite scheme document dated 28 January 2026 (the “**Scheme Document**”) in printed form, which has been produced to this meeting and for the purposes of identification signed by the chairperson of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme), the issued shares in the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme) be and is hereby approved; and
- (B) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme and the reduction of the number of issued shares in the issued share capital of the Company pursuant to the Scheme, including (without limitation) giving consent to any modification of, or addition to, the Scheme or the reduction of the number of issued shares in the issued share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

## ORDINARY RESOLUTION

## 2. “THAT:

- (A) subject to and forthwith upon such reduction of share capital referred to in resolution no. 1 taking effect, the number of issued shares in the issued share capital of the Company be restored to its former amount immediately prior to the cancellation and extinguishment of the Scheme Shares by allotting and issuing to the Offeror (as defined in the Scheme), credited as fully paid at par, the same number of shares of a nominal or par value of HK\$0.1 each in the share capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished;
- (B) the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Shares referred to in resolution no. 1 shall be applied by the Company in paying up in full at par the new Shares allotted and issued to the Offeror pursuant to resolution no. 2(A) above, and any one of the directors of the Company be and is hereby authorised to allot and issue the same accordingly;
- (C) any one of the directors of the Company be and is hereby authorised to do all such acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme and the restoration of capital pursuant to the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme or the restoration of capital, which the Grand Court of the Cayman Islands may see fit to impose; and
- (D) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the Shares.”

By order of the Board  
**Legend Upstar Holdings Limited**  
**MUI Ngar May, Joel**  
*Company Secretary*

Hong Kong, 28 January 2026

***Registered Office:***

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

***Head office and principal place of business in Hong Kong:***

Rooms 2505-8, 25th Floor, World-Wide House,  
19 Des Voeux Road Central,  
Hong Kong

*Notes:*

- (1) Unless otherwise defined herein, capitalised terms used herein shall have the same meaning ascribed to them in the Scheme Document, of which this notice forms part.
- (2) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (3) A **white** form of proxy for use at the EGM (or any adjournment thereof) is enclosed with the Scheme Document.
- (4) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either in person or by proxy, in respect of such share(s) as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
- (5) In order to be valid, the **white** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time for holding the EGM or any adjournment thereof, failing which the **white** form of proxy will not be valid. Completion and return of the **white** form of proxy will not preclude a member from attending the EGM and voting in person if he/she so wishes and in such event, the **white** form of proxy submitted shall be deemed to have been revoked.
- (6) Voting at the EGM will be taken by poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Takeovers and Mergers.
- (7) The register of members of the Company will be closed from Thursday, 12 February 2026 to Friday, 20 February 2026 (both days inclusive) and during such period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 11 February 2026.
- (8) If any severe weather condition is or is expected to be in force at any time after 8:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the respective websites of The Stock Exchange of Hong Kong Limited and the Company to notify the members of the date, time and venue of the adjourned meeting. For the purpose of this notice, “severe weather” refers to the scenario where a tropical cyclone warning signal number 8 or above is hoisted, a black rainstorm warning and/or the “Extreme Conditions” warning as announced by the Hong Kong Government is/are in force in Hong Kong. Further announcement(s) will be made if there is any change to the expected timetable as a result of any severe weather.