
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibilities for the contents of the Prospectus Documents, make no representations as to their 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 the Prospectus Documents.

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed “13. Documents Registered by the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (WUMP) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.



HKC INTERNATIONAL HOLDINGS LIMITED

香港通訊國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 248)

RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

Capitalised terms used in this cover have the same meanings as those defined in this Prospectus.

It should be noted that the Shares have been dealt on an ex-rights basis from Friday, 6 February 2026. Dealings in the Rights Shares in their nil-paid form will take place from Tuesday, 24 February 2026 to Tuesday, 3 March 2026 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or waived (as applicable), the Rights Issue will not proceed. Any persons contemplating dealings in the Shares prior to the date on which the conditions of the Rights Issue are fulfilled or waived (as applicable), and/or dealings in the nil-paid Rights Shares, are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult their own professional advisers.

The Rights Issue will be made on a non-underwritten basis. There is no requirement for a minimum level of subscription in the Rights Issue and there is no minimum amount to be raised under the Rights Issue. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced.

The latest date and time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Friday, 6 March 2026. The procedures for acceptance and payment and/or transfer of the Rights Shares are set out in the section headed “Letter from the Board” of this Prospectus.

* For identification purpose only

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DEFINITIONS

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

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| “AFRC” | the Accounting and Financial Reporting Council |
| “Announcement” | the announcement of the Company dated 2 January 2026 relating to, among others, the Increase in Authorised Share Capital, the Share Consolidation, the Change in Board Lot Size and the Rights Issue |
| “associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Board” | the board of Directors |
| “Business Day” | any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted or the Extreme Conditions is announced in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “Change in Board Lot Size” | the change in board lot size of the Shares, details of which were set out in the Circular |
| “Circular” | the circular issued by the Company dated 16 January 2026 in relation to, among others, the Increase in Authorised Share Capital, the Share Consolidation and the Change in Board Lot Size |
| “Companies (WUMP) Ordinance” | Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) |
| “Company” | HKC International Holdings Limited, a 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: 248) |
| “controlling shareholder(s)” | has the same meaning ascribed thereto under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “EAF(s)” | the form(s) of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares, as actionable corporate communication (as defined in the Listing Rules) to be despatched in printed form to the Qualifying Shareholders |

DEFINITIONS

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| “EGM” | the extraordinary general meeting of the Company held on Tuesday, 3 February 2026 approving, inter alia, the Increase in Authorised Share Capital and the Share Consolidation |
| “General Rules of HKSCC” | the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures |
| “Group” | the Company and its subsidiaries |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “HKSCC Operational Procedures” | the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Increase in Authorised Share Capital” | the increase in the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each to HK\$40,000,000 divided into 4,000,000,000 shares of HK\$0.01 each by the creation of an additional 2,000,000,000 shares of HK\$0.01 each before the Share Consolidation becoming effective |
| “Irrevocable Undertaking” | the irrevocable undertaking dated 2 January 2026 provided by Mr. Hubert Chan and Light Emotion Limited, as more particularly described under the section headed “Irrevocable Undertaking” in this Prospectus |
| “Last Trading Day” | 2 January 2026, being the last trading day of the Shares on the Stock Exchange before the release of the Announcement |
| “Latest Practicable Date” | 10 February 2026, being latest practicable date prior to the publication of this Prospectus for ascertaining certain information herein |
| “Latest Time for Acceptance” | 4:00 p.m. on Friday, 6 March 2026 (or such other time and date as may be determined by the Company), being the latest time for acceptance of and payment for the Rights Shares and application for and payment for excess Rights Shares |
| “Listing Committee” | the listing committee of the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Mr. Hubert Chan” | Mr. Chan Chung Yee, Hubert, the Chairman, the Chief Executive Officer, an executive Director and a controlling Shareholder |

DEFINITIONS

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|---------------------------------|---|
| “Non-Qualifying Shareholder(s)” | Overseas Shareholder(s) whom the Board, after making enquiries, consider it necessary or expedient not to offer the Rights Shares to such Shareholder(s) on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place |
| “Overseas Shareholder(s)” | Shareholder(s) whose name(s) appear on the register of members of the Company as at close of business on the Record Date and whose address(es) as shown on such register at that time is(are) in (a) place(s) outside Hong Kong |
| “PAL(s)” | the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue, an actionable corporate communication (as defined in the Listing Rules) to be despatched in printed form to the Qualifying Shareholders |
| “PRC” | the People’s Republic of China, which for the purpose of this Prospectus excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Prospectus” | this prospectus containing details of the Rights Issue |
| “Prospectus Documents” | the Prospectus, the PAL and the EAF |
| “Prospectus Posting Date” | Friday, 20 February 2026 or such other date as the Company may determine, for the despatch of the Prospectus Documents |
| “Qualifying Shareholder(s)” | Shareholder(s), other than the Non-Qualifying Shareholders whose name(s) appear on the register of members of the Company on the Record Date |
| “Record Date” | Monday, 16 February 2026, or such other date as the Company may determine, for the determination of the entitlements under the Rights Issue |
| “Registrar” | Union Registrars Limited, the address of which is at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, the branch share registrar of the Company in Hong Kong |
| “Rights Issue” | the issue of Rights Shares at the Subscription Price on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date |
| “Rights Share(s)” | up to 77,833,203 Rights Shares to be allotted and issued by the Company to the Qualifying Shareholders for subscription pursuant to the Rights Issue, assuming no change in the number of Shares in issue on or before the Record Date |

DEFINITIONS

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|-----------------------|---|
| “SFC” | the Securities and Futures Commission |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Share(s)” | ordinary share(s) of HK\$0.08 each in the issue and unissued share capital of the Company |
| “Share Consolidation” | the consolidation of shares of the Company, details of which were set out in the Circular |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Shareholder’s Loan” | the shareholder’s loan advanced or to be advanced by Mr. Hubert Chan to the Group |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subscription Price” | HK\$0.28 per Rights Share |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers issued by the SFC (as may be amended from time to time) |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “%” | per cent |

EXPECTED TIMETABLE

All times and dates stated in this Prospectus refer to Hong Kong times and dates. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

| Events | Date (Hong Kong time) 2026 |
|---|---|
| First day of dealings in nil-paid Rights Share | Tuesday, 24 February |
| Latest time for splitting the PAL | 4:00 p.m. on Thursday, 26 February |
| Last day of dealings in nil-paid Rights Shares | Tuesday, 3 March |
| Latest time for acceptance of and payment for the Rights Shares and application of excess Rights Shares | 4:00 p.m. on Friday, 6 March |
| Announcement of allotment results. | Monday, 16 March |
| Despatch of share certificates for fully-paid Rights Shares and refund cheques, if any, in respect of wholly or partially unsuccessful application for excess Rights Shares. | Tuesday, 17 March |
| Expected first day of dealing in fully-paid Rights Shares | Wednesday, 18 March |
| Designated broker ceases to provide matching services for odd lots of the fully-paid Rights Shares | 4:00 p.m. on Monday, 30 March |

EXPECTED TIMETABLE

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

The Latest Time for Acceptance will not take place at the time indicated above if there is a No. 8 typhoon warning signal or above, a black rainstorm warning signal and/or “extreme conditions” as announced by the Hong Kong Government:

- (i) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the day on which the Latest Time for Acceptance is initially scheduled to fall. Instead, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the day on which the Latest Time for Acceptance is initially scheduled to fall. Instead, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on or before 4:00 p.m. on Friday, 6 March 2026, the dates mentioned in the section headed “Expected timetable” in this Prospectus may be affected. The Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable of the Rights Issue as soon as practicable.

LETTER FROM THE BOARD



HKC INTERNATIONAL HOLDINGS LIMITED

香港通訊國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 248)

Executive Directors:

Mr. Chan Chung Yee, Hubert (*Chairman & CEO*)

Mr. Chan Chung Yin, Roy

Mr. Chan Ming Him, Denny

Mr. Wu Kwok Lam

Mr. Ip Man Hon

Mr. Lam Man Hau

Ms. Wan Man Lai, Polly

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

British West Indies

Independent non-executive Directors:

Dr. Chu Chor Lup

Mr. Chiu Ngar Wing

Dr. Law Ka Hung

Mr. Wong Kwok Leung

Principal place of business

in Hong Kong:

14/F., Block B, Vita Tower

29 Wong Chuk Hang Road

Hong Kong

20 February 2026

To Shareholders,

Dear Sir/Madam,

RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

INTRODUCTION

References are made to the Announcement in relation to, among other things, the Increase in Authorised Share Capital, the Share Consolidation, the Change in Board Lot Size and the Rights Issue.

The Increase in Authorised Share Capital and the Share Consolidation were approved by the Shareholders at the EGM and the Increase in Authorised Share Capital and the Share Consolidation have become effective on 3 February 2026 and 5 February 2026, respectively.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with (i) further information on the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to you; and (ii) certain financial and general information on the Group.

THE RIGHTS ISSUE

The Board proposes to implement the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.28 per Rights Share, to raise up to approximately HK\$21.8 million before expenses by way of issuing up to 77,833,203 Rights Shares to the Qualifying Shareholders (assuming there is no other changes in the total number of issued Shares on or before the Record Date). The Rights Issue is only available to Qualifying Shareholders and will not be extended to Non-Qualifying Shareholders.

The principal terms of the Rights Issue are as follows:

Rights Issue statistics

| | | |
|---|---|---|
| Basis of the Rights Issue | : | One (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders on the Record Date |
| Subscription Price | : | HK\$0.28 per Rights Share |
| Number of Shares in issue as at the Latest Practicable Date and the Record Date | : | 155,666,407 Shares |
| Maximum number of Rights Shares | : | 77,833,203 Rights Shares (assuming there is no other change in the total number of issued Shares on or before the Record Date) |
| Aggregate nominal value of the Rights Shares | : | HK\$6,226,656.20 (assuming no change in the total number of issued Shares on or before the Record Date) |
| Total issued shares as enlarged by the Rights Issue (assuming the Rights Issue is fully subscribed) | : | 233,499,610 Shares (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) |
| Maximum gross proceeds to be raised from the Rights Issue | : | Approximately HK\$21.8 million |

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Group had no outstanding derivatives, options, warrants, convertible or exchangeable securities carrying rights to subscribe for, convert or exchange into Shares.

Assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the maximum of 77,833,203 Rights Shares to be issued pursuant to the terms of the Rights Issue represent: (i) 50.0% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 33.3% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event that the provisional allotments for the Rights Issue are not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders together with the Rights Shares not provisionally allotted to the Non-Qualifying Shareholders will be made available for excess application under the EAFs. There are no applicable statutory requirements under the laws of the Cayman Islands regarding minimum subscription levels in respect of the Rights Issue.

Besides, any Shareholder who applies to take up all or part of his/her/its entitlement under the PAL or applies for excess Rights Shares under EAF may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on the term that the Company will provide for Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the applications of any Shareholder for his/her/its entitlement under the PAL or for excess Rights Shares under the EAF can be scaled down to a level which does not (i) result in any non-compliance with the public float requirements under Rule 8.08(1) of the Listing Rules on the part of the Company; and (ii) trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5)(b) of the Listing Rules.

If the Rights Issue is undersubscribed or scaled-down, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

Irrevocable Undertaking

As at the Latest Practicable Date, the Board has received the Irrevocable Undertaking from Mr. Hubert Chan (being the Chairman, the Chief Executive Officer, an executive Director and a controlling shareholder) and Light Emotion Limited, a company owned by Mr. Hubert Chan and his wife, Josephine Liu, which in aggregate are interested in 85,219,029 Shares (representing approximately 54.7% of all issued Shares) as at the Latest Practicable Date.

LETTER FROM THE BOARD

Pursuant to the Irrevocable Undertaking, each of Mr. Hubert Chan and Light Emotion Limited agreed to, among other things, (i) accept their respective entitlements to the provisional allotment of an aggregate of 42,609,514 Rights Shares; and (ii) not to sell or transfer the Shares held by him/it in any manner before the completion or lapse of the Rights Issue.

As at the Latest Practicable Date, the Shareholder's Loan amounted to approximately HK\$3.1 million. Mr. Hubert Chan intends to advance further Shareholder's Loan in the amount of HK\$15 million to the Group. Mr. Hubert Chan has irrevocably and unconditionally undertaken to the Company that he will settle the subscription monies payable for the Rights Shares provisionally allotted to him (and any excess Rights Shares which may be allotted to him) by way of setting off part of the Shareholder's Loan on a dollar-to-dollar basis, provided that, in the event that the amount of the Shareholder's Loan at the material time is not sufficient to settle the subscription monies, the shortfall will be settled by way of cash.

The exact amount of the subscription monies payable by Mr. Hubert Chan to be offset against the Shareholder's Loan then outstanding would depend on the number of the Rights Shares to be taken up by him (including any excess Rights Shares which may be allotted to him), which will be disclosed in the allotment results announcement of the Company.

As at the Latest Practicable Date, save for the Irrevocable Undertaking, the Board has not received any information from any other Shareholders of their intention to take up the Rights Shares to be provisionally allotted to them.

Subscription

The Subscription Price of HK\$0.28 per Rights Share is payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of Rights Shares under the Rights Issue, upon an application of excess Rights Shares, or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 9.7% to the closing price of HK\$0.310 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 25.5% to the adjusted closing price of HK\$0.376 per Share (based on the closing price of HK\$0.047 per Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Share Consolidation);
- (iii) a discount of approximately 25.5% to the average of the adjusted closing prices of HK\$0.376 per Share (based on the average closing price of HK\$0.047 per Share as quoted on the Stock Exchange for the 5 consecutive trading days up to and including the Last Trading Day and adjusted for the effect of the Share Consolidation);

LETTER FROM THE BOARD

- (iv) a discount of approximately 17.6% to the average of the adjusted closing prices of approximately HK\$0.34 per Share (based on the average closing price of approximately HK\$0.043 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day and adjusted for the effect of the Share Consolidation);
- (v) a discount of approximately 18.6% to the theoretical ex-rights price of HK\$0.344 per Share based on the adjusted closing price of HK\$0.376 per Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Share Consolidation;
- (vi) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of a discount of approximately 8.5% represented by the theoretical diluted price of approximately HK\$0.344 to the benchmarked price of approximately HK\$0.376 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK\$0.376 per Share and the average closing price of the Shares in the five trading days immediately prior to the date of the Announcement of HK\$0.376 per Share), adjusted for the effect of the Share Consolidation; and
- (vii) a discount of approximately 79.1% to the consolidated net asset value per Share of approximately HK\$1.34 (based on the unaudited consolidated net asset value of the Company as at 30 September 2025 of approximately HK\$208.8 million and the total number of 155,666,407 issued Shares after the Share Consolidation).

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

The Subscription Price was determined taking into consideration (i) the recent market price of the Shares, which ranged from HK\$0.304 per Share to HK\$0.376 per Share for the 30 consecutive trading days preceding the Last Trading Day (as adjusted for the effect of the Share Consolidation); (ii) the prevailing market conditions; (iii) the low trading volume of the Shares, with the highest daily trading liquidity amounted to only 0.1% of the Shares in issue during the 30 consecutive trading days preceding the Last Trading Day; (iv) the current business performance and financial position of the Group; (v) the amount of funds the Company intends to raise under the Rights Issue; and (vi) the imminent funding and capital needs of the Company for the repayment of the Group's outstanding bank borrowings. The Directors consider that the Subscription Price which is set at a discount to the current market price of the Shares would encourage the Shareholders to participate in the Rights Issue, and accordingly allow them to maintain their shareholdings in the Company and participate in the future growth and development of the Group.

The Directors consider that, in view of prevailing market conditions and factors as described above, the terms of the Rights Issue, including the Subscription Price, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Conditions of the Rights Issue

The Rights Issue is conditional upon each of the following conditions being fulfilled:

- (i) the passing by the Shareholders at the EGM of ordinary resolution(s) to approve the Increase in Authorised Share Capital and the Share Consolidation;
- (ii) the Increase in Authorised Share Capital, the Share Consolidation and the Change in Board Lot Size becoming effective;
- (iii) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, all the Rights Shares (in their nil-paid and fully-paid forms);
- (iv) the electronic submission to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively of the Prospectus Documents and other documents no later than the Prospectus Posting Date in compliance with the Listing Rules and the Companies (WUMP) Ordinance; and
- (v) the Prospectus Documents having been made available to the Qualifying Shareholders and the publication of the Prospectus Documents on the website of the Stock Exchange on or before the Prospectus Posting Date.

All the conditions set out above cannot be waived. If any of the above conditions are not fulfilled on or prior to the respective time stipulated therein, the Rights Issue will not proceed. As at the Latest Practicable Date, conditions (i) and (ii) above have been fulfilled.

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. If the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed.

Status of the Rights Shares

The Rights Shares, when issued and fully paid, will be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and shall rank *pari passu* in all respects with the Shares then in issue, including as to the right to receive all dividends and distributions which may be declared, made or paid on or after the date of allotment of the Rights Shares.

Qualifying Shareholders

The Company will send the Prospectus Documents to the Qualifying Shareholders only. For the Non-Qualifying Shareholders, the Company will send copies of the Prospectus to them for their information only, but no PAL and EAF will be sent to the Non-Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be a Non-Qualifying Shareholder on the Record Date.

LETTER FROM THE BOARD

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

In order to be registered as members of the Company on the Record Date, a Shareholder must lodge the relevant transfer(s) of Share(s) (with the relevant share certificates) with the Registrar at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by no later than 4:00 p.m. on Monday, 9 February 2026.

Qualifying Shareholders who take up their pro-rata entitlement in full under the Rights Issue will not suffer any dilution to their interests in the Company.

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

Rights of Overseas Shareholders

The Prospectus Documents will not be registered or filed under the securities law of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue. Based on the register of members of the Company as at the Latest Practicable Date, there is no Shareholder with registered addresses situated outside Hong Kong. Since the register of members is closed from Tuesday, 10 February 2026 to Monday, 16 February 2026, there will be no Overseas Shareholders as at the Record Date. Accordingly, there will be no Overseas Shareholders for the purpose of the Rights Issue.

There was no Non-Qualifying Shareholders as at the Record Date.

Basis of provisional allotment

The basis of the provisional allotment shall be one (1) Rights Share for every two (2) Shares in issue and held by the Qualifying Shareholders at the close of business on the Record Date.

The PAL relating to the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

LETTER FROM THE BOARD

No fractional entitlement to the Rights Shares

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number). Fractional entitlements to any Rights Shares will be disregarded and will be aggregated and allocated to satisfy excess applications (if any) and/or disposed of in such manner as the Directors in their absolute discretion deem appropriate and for the benefit and interests of the Company.

Arrangement on odd lot trading and matching services

In order to facilitate the trading of odd lots (if any) of the Shares, the Company has appointed Lego Securities Limited to stand in the market to provide matching service of odd lots of the Shares at the relevant market price, on a best effort basis. Shareholders who wish to take advantage of this service should contact Mr. Kelvin Li of Lego Securities Limited at Room 1506, 15/F, Wheelock House, 20 Pedder Street, Central, Hong Kong at telephone number (852) 2128 9433 during office hours (9:00 a.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) during the period from 9:00 a.m. on Tuesday, 24 February 2026 to 4:00 p.m. on Monday, 30 March 2026 (both dates inclusive).

Holders of odd lots of the Shares should note that successful matching of the sale and purchase of odd lots of the Shares are not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/its own professional advisers.

Procedure for acceptance, payment and transfer

The PAL, as an actionable corporate communication and a temporary document of titles, will be despatched in printed form to the Qualifying Shareholders which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PALs, they must lodge the PALs in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by no later than 4:00 p.m. on Friday, 6 March 2026. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "HKC INTERNATIONAL HOLDINGS LIMITED" and crossed "ACCOUNT PAYEE ONLY".

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. on Friday, 6 March 2026, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by the Qualifying Shareholders. The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

LETTER FROM THE BOARD

If a Qualifying Shareholder wishes to transfer all of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it, the Qualifying Shareholder must complete and sign the “FORM OF TRANSFER AND NOMINATION” in the PAL and hand the PAL to the transferee(s) or through whom the Qualifying Shareholder are transferring his/her/its rights. The transferee(s) must then complete and sign the “REGISTRATION APPLICATION FORM” in the PAL and lodge the PAL intact together with a remittance for the full amount payable on acceptance with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by not later than 4:00 p.m. on Friday, 6 March 2026.

If the Qualifying Shareholders wish to accept only part of the provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or transfer part/all of their rights to more than one person, the original PAL must be surrendered for cancellation by no later than 4:00 p.m. on Thursday, 26 February 2026 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required. The new PALs will be available for collection from the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

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

No action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply or subscribe for the Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. Completion and return of the PAL by anyone outside Hong Kong will constitute a warranty and representation by such person to the Company that all registration, legal and regulatory requirements of such relevant jurisdictions other than Hong Kong in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation. The Company reserves the right to refuse to accept any application or subscription for Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. No application for Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder.

As disclosed in the paragraph headed “Rights of Overseas Shareholders”, there would be no Non-Qualifying Shareholder on the Record Date. Accordingly, the Prospectus Documents will be despatched to the Qualifying Shareholders on the Prospectus Posting Date.

LETTER FROM THE BOARD

Application for excess Rights Shares

All Qualifying Shareholders are entitled to apply, by way of excess application under the EAFs, for additional Rights Shares in excess of their assured entitlements.

The excess Rights Shares will comprise:

- (i) any Rights Shares provisionally allotted but not accepted by any of the Qualifying Shareholders or otherwise not subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance;
- (ii) any Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders; and
- (iii) any Rights Shares created from the aggregation of unsold fractions of Rights Shares not provisionally allotted to the Qualifying Shareholders.

Application for excess Rights Shares can be made only by Qualifying Shareholders duly completing the EAFs (in accordance with the instructions printed thereon) and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance, which is expected to be 4:00 p.m. on Friday, 6 March 2026.

Qualifying Shareholders who wish to apply for excess Rights Shares in addition to their provisional allotments must complete both the PAL and the EAF.

Basis of allocation of excess Rights Shares

The Board will allocate the excess Rights Shares at its discretion, but on a fair and equitable basis as far as practicable on the following principles:

- (i) if there are insufficient excess Rights Shares to satisfy all EAFs, excess Rights Shares will be allocated on a pro rata basis by reference to the number of excess Rights Shares applied for in the relevant EAFs by the relevant Qualifying Shareholders; and
- (ii) otherwise (i.e. if the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/or transferees of nil-paid Rights Shares under the PALs is greater than the aggregate number of excess Rights Shares applied for through the EAFs), excess Rights Shares will be allocated in full in accordance with the EAFs to each Qualifying Shareholder who applies for excess Rights Shares.

For the avoidance of doubt, in applying the principles above, reference will only be made to the number of excess Rights Shares being applied for in the relevant EAFs, and no reference will be made to the Rights Shares comprised in applications through PAL or the existing number of Shares held by the relevant Qualifying Shareholders; and no preference will be given to applications for topping up odd lots.

LETTER FROM THE BOARD

Pursuant to Rule 7.21(3)(b) of the Listing Rules, the Company will also take steps to identify the applications for excess Rights Shares made by any controlling shareholders of the Company or its associates (together, the “**Relevant Shareholders**”), whether in their own names or through nominees. The Company shall disregard the Relevant Shareholders’ applications for excess Rights Shares to the extent that the total number of excess Rights Shares they have applied for exceeds a maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by the Relevant Shareholders under their assured entitlement.

Shareholders with their Shares held by a nominee company (or which are deposited in CCASS) should note that the Board will regard such nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to the relevant beneficial owners individually save and except for the beneficial owner(s) which the Company may permit in its absolute discretion. Shareholders with their Shares held by a nominee company (or which are held in CCASS) are advised to consider whether they would like to arrange for the registration of the relevant Shares under their own names on or prior to the Record Date for the purpose of the Rights Issue. Shareholders and investors should consult their professional advisers if they are in doubt as to their status.

If a Qualifying Shareholder wishes to apply for any Rights Shares in addition to his/her/its provisional allotment, he/she/it must complete and sign the enclosed EAF in accordance with the instructions printed thereon and lodge the same with a separate remittance for the amount payable on application in respect of the excess Rights Shares being applied for with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by no later than 4:00 p.m. on Friday, 6 March 2026. All remittances must be made in Hong Kong dollars by cheques which must be drawn on a bank account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “HKC INTERNATIONAL HOLDINGS LIMITED” and crossed “ACCOUNT PAYEE ONLY”. The Registrar will notify the relevant Qualifying Shareholders of any allotment of excess Rights Shares made to them.

If no excess Rights Shares are allotted to a Qualifying Shareholder who has applied for excess Rights Shares, the remittance tendered on application is expected to be returned by refund cheque to that Qualifying Shareholder in full without interest by ordinary post at his/her/its own risk by the Registrar on Tuesday, 17 March 2026. If the number of excess Rights Shares allotted to a Qualifying Shareholder is less than that applied for, the surplus remittance without interest is also expected to be returned by refund cheque to that Qualifying Shareholder by ordinary post at his own risk by the Registrar on Tuesday, 17 March 2026.

All cheques or cashier’s orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the EAF together with a cheque or a cashier’s order in payment for the excess Rights Shares applied for will constitute a warranty by the applicant that the cheque or the cashier’s order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any EAF in respect of which the cheque or cashier’s order is dishonoured on first presentation.

LETTER FROM THE BOARD

The EAF is for use only by the person(s) to whom it is addressed and is not transferable. All documents, including cheques or cashier's orders for amounts due, will be sent by ordinary post at the risk of the person(s) entitled thereto to their registered addresses by the Registrar. The Company may, at its discretion, treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the EAF is not completed in accordance with the relevant instructions. No action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving a copy of the EAF in any territory outside Hong Kong may treat it as an offer or invitation to apply for the excess Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. Completion and return of the EAF together with a cheque or cashier's order in payment for the excess Rights Shares applied for will constitute a warranty and representation from such Qualifying Shareholder(s) to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the EAF and any application thereunder, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation. The Company reserves the right to refuse to accept any application for excess Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

Action to be taken by beneficial owners whose Shares are held by a registered owner (other than Shares deposited in CCASS)

If you are a beneficial owner whose Shares are registered in the name of a registered owner and you wish to subscribe for the Rights Shares provisionally allotted to you, or sell your nil-paid Rights Shares or "split" your nil-paid Rights Shares and accept part of your provisional allotment and sell the remaining part, you should contact the registered owner and provide the registered owner with instructions or make arrangements with the registered owner in relation to the acceptance, transfer and/or "splitting" of the rights to subscribe for Rights Shares which have been provisionally allotted in respect of the Shares in which you are beneficially interested.

Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed "Expected Timetable" in this Prospectus and otherwise in accordance with the requirements of the registered owner in order to allow the registered owner sufficient time to ensure that your instructions are given effect. You should consult your professional adviser if in doubt.

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

If you are a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, and you wish to subscribe for the Rights Shares provisionally allotted to you, or sell your nil-paid Rights Shares or "split" your nil-paid Rights Shares and accept part of your provisional allotment and sell the remaining part, you should (unless you are a CCASS Investor Participant) contact your intermediary and provide your intermediary with instructions or make arrangements with your intermediary in relation to the acceptance, transfer and/or "splitting" of the rights to subscribe for Rights Shares which have been provisionally allotted in respect of the Shares in which you are beneficially interested. You should consult your professional adviser if in doubt.

LETTER FROM THE BOARD

Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” in this Prospectus and otherwise in accordance with the requirements of your intermediary in order to allow your intermediary sufficient time to ensure that your instructions are given effect.

The procedure for acceptance, transfer and/or “splitting” by CCASS Participants of the Rights Shares provisionally allotted to CCASS stock accounts in respect of the Shares registered in the name of HKSCC Nominees Limited shall be in accordance with the General Rules of HKSCC, the HKSCC Operational Procedures and any other requirements of CCASS. The procedures for acceptance, transfer and/or “splitting” of Rights Shares provisionally allotted to beneficial owners who have been admitted to participate in CCASS as investor participants shall be in accordance with HKSCC’s “Operating Guide for Investor Participants” and any other requirements of CCASS. Beneficial owners who have been admitted to participate in CCASS as investor participants should contact CCASS and provide CCASS with instructions or make arrangements with CCASS in relation to the manner in which such beneficial owners’ interests in Rights Shares should be dealt with.

Share certificates and refund cheques for the Rights Issue

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully paid Rights Shares are expected to be sent on Tuesday, 17 March 2026, to those entitled thereto by ordinary post, at their own risk, to their registered addresses. Those entitled, except HKSCC Nominees Limited, and in the case of joint Qualifying Shareholders, the first-named Qualifying Shareholder, will receive one share certificate for all the Rights Shares in fully-paid form, allotted and issued thereto.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on Tuesday, 17 March 2026, by ordinary post to the applicants, at their own risk, to their registered addresses.

If the Rights Issue does not become unconditional, refund cheques without interest are expected to be posted on Tuesday, 17 March 2026 by ordinary post to the respective applicants, at their own risk, to their registered addresses.

Application for listing of the Rights Shares

The Company will apply to the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. The nil-paid Rights Shares and the fully-paid Rights Shares will be traded in the board lot size of 10,000 Shares.

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

LETTER FROM THE BOARD

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

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

Rights Shares will be eligible for admission into CCASS

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

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

Stamp duty and other applicable fees

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

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

LETTER FROM THE BOARD

REASONS FOR THE RIGHTS ISSUE

The Group is principally engaged in (i) sales of internet of things (“IoT”) solutions; (ii) sales of mobile phones; and (iii) property leasing and related investment business.

As disclosed in the interim report of the Company for the six months ended 30 September 2025, the cash and bank balances of the Group amounted to approximately HK\$6.6 million, while bank borrowings of the Group that are repayable in the next 12 months amounted to approximately HK\$131.4 million. As at 30 September 2025, the gearing ratio of the Group, computed by total borrowings divided by total equity, was approximately 63%. Therefore, the Group is in need of financial resources to settle its outstanding bank borrowings.

Assuming full subscription under the Rights Issue and before any setting off arrangement against the Shareholder’s Loan, the maximum amount of gross proceeds and net proceeds from the Rights Issue will be approximately HK\$21.8 million and HK\$20.9 million, respectively. Assuming full subscription under the Rights Issue, the maximum gross proceeds from the Rights Issue (after setting off the subscription monies payable for the 41,233,759 Rights Shares provisionally allotted to Mr. Hubert Chan against the Shareholder’s Loan in the amount of approximately HK\$11.5 million assuming that the Shareholder’s Loan is sufficient to settle the subscription monies (as detailed in the above section headed “Irrevocable Undertaking”)) are expected to be approximately HK\$10.3 million. The maximum net proceeds from the Rights Issue after deducting related expenses are estimated to be approximately HK\$9.4 million. The Company intends to apply the net proceeds from the Rights Issue as follows:

- (i) as to approximately HK\$8.5 million or 90% of the maximum net proceeds for repayment of the Group’s bank borrowings; and
- (ii) as to the remaining balance of approximately HK\$0.9 million or 10% of the maximum net proceeds for replenishment of the general working capital of the Group for payment of staff costs.

In the event that there is an under-subscription of the Rights Issue, the net proceeds to be raised will be first applied towards the repayment of the Group’s outstanding bank borrowings, and the remaining balance (if any) will be used for general working capital purpose.

Other fundraising alternatives

Apart from the Rights Issue, the Directors have also considered other debt or equity financing alternatives such as bank borrowings, placing or subscription of new Shares or open offer. The Directors are of the view that further bank borrowings will result in additional finance costs and further increase the gearing ratio of the Group which is not beneficial to the Group. The Group may also be restrained by various restrictive covenants under bank financing. With respect to placing or subscription of new Shares, such exercise would immediately dilute the shareholding interest of the existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company, which is not the intention of the Company. While both the Rights Issue and open offer provide the Shareholders with equal opportunity to participate in and to maintain their pro-rata shareholdings in the Company, as opposed to an open offer, the Rights Issue further provide flexibility to the Qualifying Shareholders who do not wish to take up their provisional entitlements to sell the nil-paid rights in the market, thereby recouping some value. As such, the Directors consider the Rights Issue a more preferable fundraising option in the prevailing circumstances.

LETTER FROM THE BOARD

Considering the existing level of cash and bank balances of the Group as well as the finance costs associated with the Group's bank borrowings, the Directors consider that the Rights Issue represents an opportunity for the Group to partially settle the bank borrowings and the Shareholder's Loan (as the case may be), reduce the gearing ratio and the associated interest expenses, as well as strengthening its financial position, while at the same time providing Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Company.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date, the Company has 155,666,407 Shares in issue. The following tables depict, for illustrative purposes only, the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately upon completion of the Rights Issue (assuming full acceptance of the Rights Shares by all Qualifying Shareholders under the Rights Issue and no excess Rights Shares taken up); and (iii) immediately upon completion of the Rights Issue (assuming nil acceptance by all Qualifying Shareholders other than Mr. Hubert Chan and Light Emotion Limited pursuant to the Irrevocable Undertaking and no excess Rights Shares taken up):

| Shareholders | As at the Latest Practicable Date | | Immediately upon completion of the Rights Issue (assuming full acceptance of the Rights Shares by all Qualifying Shareholders under the Rights Issue and no excess Rights Shares taken up) | | Immediately upon completion of the Rights Issue (assuming nil acceptance by all Qualifying Shareholders other than Mr. Hubert Chan and Light Emotion Limited pursuant to the Irrevocable Undertaking and no excess Rights Shares taken up) | |
|-----------------------------------|-----------------------------------|---------------|--|---------------|--|---------------|
| | Number of Shares | % | Number of Shares | % | Number of Shares | % |
| <i>Directors</i> | | | | | | |
| Mr. Hubert Chan (<i>Note 1</i>) | 85,219,029 | 54.7% | 127,828,543 | 54.7% | 127,828,543 | 64.5% |
| Chan Chung Yin, Roy | 11,724,398 | 7.5% | 17,586,597 | 7.5% | 11,724,398 | 5.9% |
| Chan Ming Him, Denny | 327,124 | 0.2% | 490,686 | 0.2% | 327,124 | 0.2% |
| Ip Man Hon | 192,200 | 0.1% | 288,300 | 0.1% | 192,200 | 0.1% |
| Lam Man Hau | 78,125 | 0.1% | 117,187 | 0.1% | 78,125 | 0.04% |
| Wu Kwok Lam | 375 | 0.0002% | 562 | 0.0002% | 375 | 0.0002% |
| Wan Man Lai, Polly | 18,125 | 0.01% | 27,187 | 0.01% | 18,125 | 0.01% |
| <i>Sub-total</i> | 97,559,376 | 62.7% | 146,339,062 | 62.7% | 140,168,890 | 70.7% |
| Public Shareholders | 58,107,031 | 37.3% | 87,160,548 | 37.3% | 58,107,031 | 29.3% |
| Total | 155,666,407 | 100.0% | 233,499,610 | 100.0% | 198,275,921 | 100.0% |

LETTER FROM THE BOARD

Notes:

1. The 85,219,029 Shares included 2,751,510 Shares held by Light Emotion Limited, a company owned by Mr. Hubert Chan and his wife, Josephine Liu.
2. Percentages presented in this table have been subject to rounding adjustments.

LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the date of the Announcement and the Rights Issue will not increase the issued share capital or market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the Shareholders' approval under the Listing Rules. The Rights Issue will be carried out in compliance with Rule 7.19A of the Listing Rules.

FUND RAISING EXERCISE OF THE COMPANY IN THE PAST 12 MONTHS

The Company has not conducted any fund-raising activities involving issue of securities in the past 12 months.

WARNING OF THE RISK OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the paragraph headed "Conditions of the Rights Issue" in this Prospectus. If the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.

ADDITIONAL INFORMATION

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

By order of the Board of
HKC International Holdings Limited
Chan Chung Yee, Hubert
Chairman

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Details of the audited financial information of the Company for the years ended 31 March 2023, 2024 and 2025 and the unaudited financial information of the Company for the six months ended 30 September 2025 are disclosed in the following documents which have been published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (<http://www.hkc.com.hk/>):

- (i) annual report of the Company for the year ended 31 March 2023 published on 18 July 2023 (from pages 35 to 123) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0718/2023071800198.pdf>
- (ii) annual report of the Company for the year ended 31 March 2024 published on 23 July 2024 (from pages 35 to 121) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0723/2024072300119.pdf>
- (iii) annual report of the Company for the year ended 31 March 2025 published on 22 July 2025 (from pages 34 to 114) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0722/2025072200261.pdf>
- (iv) interim report of the Company for the six months ended 30 September 2025 published on 19 December 2025 (from pages 3 to 15) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2025/1219/2025121900750.pdf>

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 December 2025, being the latest practicable date for the purpose of ascertaining information contained in this statement of indebtedness prior to the printing of this Prospectus, the Group had the following outstanding indebtedness:

- (a) Bank loans and overdrafts, and other borrowings
 - (i) Bank borrowings with the aggregate outstanding amount of approximately HK\$124.6 million at 31 December 2025, which carried interests at interest rates ranged from 2.25% to 5.25% per annum. The bank borrowings were secured by (a) the mortgages or pledges of the Group's property, plant and equipment, investment properties, certain financial assets at fair value through profit or loss and bank deposits; and (b) guarantees given by the Company and certain of its subsidiaries.
 - (ii) Amount due to a director of approximately HK\$2.5 million outstanding at 31 December 2025, which was unsecured, unguaranteed, non-interest bearing and repayable on demand.
- (b) Unsecured and unguaranteed lease payables amounted to approximately HK\$0.22 million at 31 December 2025 from the Group's lease of office equipment and a premise for office use purposes.

(c) Contingent liabilities

- (i) Performance bond issued by a bank in favour of a customer of the Group amounted to approximately HK\$11,538,000 as at 31 December 2025, which was secured by (a) the mortgages or pledges of the Group's property, plant and equipment, investment properties and bank deposits; and (b) guarantees given by the Company and certain of its subsidiaries.
- (ii) Guarantee issued by a bank in favour of a customer of the Group amounted to approximately HK\$2,310,000 as at 31 December 2025, which was secured by the pledge of a deposit amounted to approximately HK\$2,310,000 placed by a subsidiary of the Company with the bank.

Save as disclosed above and apart from intra-group liabilities, the Group did not have any bank loans, bank overdrafts and liabilities under acceptance (other than normal trade bills) or other similar indebtedness, debenture or other loan capital, mortgages, charges, finance lease or hire purchase commitments, guarantees or other material contingent liabilities at the close of business on 31 December 2025.

3. WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, in the absence of unforeseen circumstances, and after taking into account the Group's business prospects, present internal resources, proceeds to be received by the Group from the disposal of an investment property of the Group and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its business operations for at least the next twelve months from the date of this Prospectus.

4. MATERIAL ADVERSE CHANGE

The Directors confirm that, as at the Latest Practicable Date, there has been no material change in the financial or trading position or outlook of the Company since 31 March 2025, being the date to which the latest published audited financial statements of the Company were made up.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

For the six months ended 30 September 2025, the Group's revenue was HK\$32 million which represented a decrease of approximately 33% as compared with HK\$48 million recorded for the corresponding period last year and the loss attributable to equity holders of the Company was HK\$9 million as compared to the loss of HK\$3 million for the six months ended 30 September 2024.

For sales of mobile phones, the revenue was HK\$2 million, representing a decrease of 33% compared to the same period last year (2024: HK\$3 million) due to the weak market demand. The division recorded loss of HK\$0.6 million (2024: HK\$0.7 million).

For sales of IoT solutions, the turnover was HK\$29 million (2024: HK\$44 million). This division recorded loss of HK\$8 million (2024: HK\$1 million).

For property investment, the rental income increased by HK\$0.4 million to HK\$1.2 million (2024: HK\$0.8 million). This division recorded loss of HK\$0.3 million (2024: HK\$1.8 million).

Regarding the mobile phone business, the Group is the authorised distributors of both Nokia and vivo brands. In view of the weak demand in the foreseeable future, the Group will reduce its resources in this segment to minimise losses. For IoT solutions segment, the market demand is weak due to the uncertain economic outlook. The Group will continue to strengthen its cost control and develop additional products to meet market demand and to mitigate the negative impact upon our business. The Group has integrated artificial intelligence into its products, including the Smart Sorter, which will enhance the accuracy of predicting the contents of enclosed CD cases for the Hong Kong Public Library. Additionally, the Group pioneered the development and deployment of a first-of-its-kind Automated Storage and Retrieval System (ASRS) for a pop-up library at Singapore Changi Airport. Building on the expertise in AI and robotics, the Group continues to explore innovative applications across diverse domains.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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

For illustrative purpose only, set out below is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group after completion of the Rights Issue. Although reasonable care has been exercised in preparing the unaudited pro forma financial information, Shareholders who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial position at the relevant time.

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company (the “**Unaudited Pro Forma Financial Information**”) which has been prepared by the directors of the Company in accordance with paragraph 4.29 of the Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2025 as if the Rights Issue had been completed on that date.

The Unaudited Pro Forma Financial Information is prepared based on the unaudited consolidated net assets of the Group attributable to owners of the Company as at 30 September 2025, as extracted from the unaudited condensed consolidated financial statements for the six months ended 30 September 2025 set out in the published interim report of the Company for the six months ended 30 September 2025, after incorporating the unaudited pro forma adjustments described in the accompanying notes.

The Unaudited Pro Forma Financial Information has been prepared by the directors of the Company for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and because of its hypothetical nature, may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company had the Rights Issue been completed as at 30 September 2025 or at any future date.

**APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION
OF THE GROUP**

| | | Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2025 | Unaudited consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 30 September 2025 | Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 30 September 2025 |
|---|--|--|--|---|
| Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2025 <i>HK\$'000</i> <i>(Note 1)</i> | Total Subscription Prices of the Rights Shares, less issue costs <i>HK\$'000</i> <i>(Note 2)</i> | immediately after the completion of the Rights Issue <i>HK\$'000</i> <i>(Note 3)</i> | before the completion of the Rights Issue <i>HK\$</i> <i>(Note 4)</i> | immediately after the completion of the Rights Issue <i>HK\$</i> <i>(Note 5)</i> |
| Based on 77,833,203 Rights Shares to be issued at the Subscription Price of HK\$0.28 per share | 208,788 | 229,681 | 1.34 | 0.98 |

Notes:

1. The unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2025 of approximately HK\$208,788,000 represents the unaudited total equity of the Group as at that date, which is extracted from the condensed consolidated statement of financial position of the Group as at 30 September 2025 set out in the published interim report of the Company for the six months ended 30 September 2025.
2. The total Subscription Prices of the Rights Shares, less issue costs of approximately HK\$20,893,000 are estimated based on the issue of 77,833,203 Rights Shares at the Subscription Price of HK\$0.28 per Rights Share and after deducting the estimated costs directly attributable to the Rights Issue of approximately HK\$900,000 to be incurred by the Group.

Pursuant to the Irrevocable Undertaking, Mr. Hubert Chan will settle the subscription monies of approximately HK\$11,500,000 payable for the Rights Shares provisionally allotted to him by way of setting off part of the Shareholder's Loan on a dollar-to-dollar basis. The estimated net proceeds from the Rights Issue to be received by the Company, after taking into account the setting off arrangement as aforementioned, amounted to approximately HK\$9,393,000.
3. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2025 of approximately HK\$229,681,000 is calculated as the aggregate of the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2025 of approximately HK\$208,788,000 (*Note 1*) and the estimated net proceeds from the Rights Issue of approximately HK\$20,893,000 (*Note 2*).

| | |
|--------------------|---|
| APPENDIX II | UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP |
|--------------------|---|

4. The unaudited consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 30 September 2025 before the completion of the Rights Issue is calculated based on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2025 of approximately HK\$208,788,000 (*Note 1*) divided by 155,666,407 Shares in issue at the Latest Practicable Date, which is calculated based on 1,245,331,256 shares in issue as at 30 September 2025 and after making adjustment for the consolidation of 8 shares existed at that date into one consolidated share pursuant to the terms of the Share Consolidation, on the assumption that the Share Consolidation had been effective as at 30 September 2025.
5. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 30 September 2025 immediately after the completion of the Rights Issue is calculated based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2025 immediately after the completion of the Rights Issue of approximately HK\$229,681,000 (*Note 3*) divided by 233,499,610 Shares, which is calculated as the aggregate of 155,666,407 Shares in issue at the Latest Practicable Date, (*Note 4*) and 77,833,203 Rights Shares to be issued under the Rights Issue.
6. No adjustments have been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group to reflect trading results for any periods subsequent to 30 September 2025 or other transactions of the Group entered into subsequent to that date.
7. The share options granted by the Company outstanding at 30 September 2025 were not exercised by the option holders after that date. These share options had expired on 31 December 2025.

**B. INDEPENDENT REPORTING ACCOUNTANT’S ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report, prepared for the sole purpose of inclusion in this Prospectus, from the reporting accountant, CCTH CPA Limited, Certified Public Accountants, Hong Kong.



**INDEPENDENT REPORTING ACCOUNTANTS’ ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

To the Directors of HKC International Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of HKC International Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company, and related notes as set out on pages II-1 to II-3 of Appendix II of the prospectus issued by the Company dated 20 February 2026 (the “**Prospectus**”) in connection with the proposed rights issue on the basis of one rights share for every two shares held on the record date on a non-underwritten basis (the “**Rights Issue**”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-3 of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the Rights Issue on the Group’s consolidated net tangible assets as at 30 September 2025 as if the Rights Issue had taken place on 30 September 2025. As part of this process, information about the Group’s financial position has been extracted by the Directors from the interim report of the Company for the six months ended 30 September 2025.

Directors’ Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Management

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

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

Reporting Accountant’s Responsibilities

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

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have complied the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

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

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

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

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

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

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

CCTH CPA Limited

Certified Public Accountants

Hong Kong

20 February 2026

Lee Chi Hang

Practising certificate number: P01957

1. RESPONSIBILITY STATEMENT

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

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately following completion of the Rights Issue (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) was and will be as follows:

As at the Latest Practicable Date *HK\$*

Authorised

| | | |
|--------------------|-------------------------|-------------------|
| <u>500,000,000</u> | Shares of HK\$0.08 each | <u>40,000,000</u> |
|--------------------|-------------------------|-------------------|

Issued and fully paid

| | | |
|--------------------|-------------------------|----------------------|
| <u>155,666,407</u> | Shares of HK\$0.08 each | <u>12,453,312.56</u> |
|--------------------|-------------------------|----------------------|

Immediately following completion of the Rights Issue (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue)

Authorised

| | | |
|--------------------|-------------------------|-------------------|
| <u>500,000,000</u> | Shares of HK\$0.08 each | <u>40,000,000</u> |
|--------------------|-------------------------|-------------------|

Issued and fully paid

| | | |
|--------------------|-------------------------|----------------------|
| <u>233,499,610</u> | Shares of HK\$0.08 each | <u>18,679,968.80</u> |
|--------------------|-------------------------|----------------------|

The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects, including the rights as to voting, dividends and return of capital, with all the Shares then in issue. The Company has made an application to the Listing Committee for the listing of, and permission to deal in, the Rights Shares to be issued.

As at the Latest Practicable Date, the Company did not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Shares and no capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

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

3. PARTICULARS OF DIRECTORS

Executive Directors

Mr. Hubert CHAN, aged 66, joined the Group in 1987. He is the chairman and chief executive officer of the Company and is responsible for the formulation of corporate strategies and business development of the Group and effective running of the Board. He has over 30 years of experience in the information and communications technology industry. Mr. Chan obtained a Bachelor's Degree in Industrial Engineering from the University of Hong Kong, an Executive Master of Business Administration from the Hong Kong University of Science and Technology and a DBA from the Hong Kong Polytechnic University. Mr. Chan is also very active in promoting the telecommunications industry in Hong Kong. He is the former Chairman of the Communications Association of Hong Kong from 2006 to 2012. He is the elder brother of Mr. Chan Chung Yin, Roy.

Mr. CHAN Chung Yin, Roy, aged 63, joined the Group in 2005. He graduated from the University of Toronto, Canada with a Bachelor's Degree in Computer Science and has over 20 years of experience in the information and communications technology. He is the younger brother of Mr. Chan Chung Yee, Hubert.

Mr. WU Kwok Lam, aged 63, joined the Group in 1989 and is the general manager and chief financial officer of the Group. He earned his MBA degree from Murdoch University, Australia and has over 30 years of extensive experience in the accounting and finance field. He is also an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Wu is also the company secretary of the Company.

Mr. CHAN Ming Him, Denny, aged 66, joined the Group in 1999 with over 20 years of experience in the telecommunications industry in China. He graduated from McMaster University, Canada with a Master's Degree in Engineering.

Mr. IP Man Hon, aged 58, is the chief technical officer. He joined the Group in 1991 with over 25 years of experience in product development and management. He obtained a Master Degree of Science in Engineering (Communication Engineering) from the University of Hong Kong and an MBA degree (Information Technology Management) from the Hong Kong Polytechnic University.

Mr. LAM Man Hau, aged 55, joined the Group in 2015 with over 20 years of experience in intelligent system control, system integration, home and building automation. He is the general manager of Carrot Home Solutions Limited and is responsible for sales management, product marketing and business development. He earned his Bachelor Degree of Science from University of California, Berkeley in the United States and Master Degree of Science from the University of Hong Kong.

Ms. WAN Man Lai, Polly, aged 49, joined the Group in 1995. She is responsible for initiatives to support the company's operations, staffing and recruitment, talent development and employee engagement. Ms. Wan obtained a Master degree in Management (Human Resource Management) from the Hong Kong Polytechnic University.

Independent Non-Executive Directors

Mr. CHIU Ngar Wing, aged 72, joined the Group in 2002. He is a practising accountant. He is an associate member of the Hong Kong Institute of Certified Public Accountants. He is a director of T.C. Ng & Co. CPA Ltd. and has been practicing in the company for more than 40 years.

Dr. CHU Chor Lup, aged 73, joined the Group in 2001. He is a practising doctor. He is a fellow of Hong Kong College of Physicians and Hong Kong Academy of Medicine and Royal College of Physicians (Glasgow). He has been the member of the Hospital Governing Committee from 1997 to 2022.

Dr. LAW Ka Hung, aged 70, joined the Group in 2012. He was awarded a Master of Science degree from Warwick University in July 1988 and a Doctor of Business Administration degree from the Hong Kong Polytechnic University in November 2001. He has been admitted as a full member of the Hong Kong Computer Society since January 1989. He has been the independent non-executive director of Baguio Green Group Ltd (stock code: 1397) from 24 April 2014 to 31 May 2023.

Mr. WONG Kwok Leung, aged 66, joined the Group in 2023. He has extensive experience in Telecom industry. Mr. Wong has taken several regional management roles in multinational companies providing hardware and software solutions to telecom operators. Mr. Wong worked in Tecnomen Corporation, a Finnish company providing multimedia messaging solutions to telecom operators from 1995 to 2002. Mr. Wong was the Head of the Greater China region. Mr. Wong joined Comptel Corporation in 2002, a Finnish company providing operational support system to telecom service providers. Mr. Wong was the APAC North Regional Director heading the business in the region from 2002 to 2014. Mr. Wong joined Ascom Network Testing in 2014, a Swiss company providing telecom network testing solutions to telecom operators. Mr. Wong was the Account Director managing key accounts in the region. Mr. Wong has been the Director of Hong Kong Pacific Technology Limited since 2016 providing business consulting service to various companies and industries. Mr. Wong graduated from University of Hong Kong with a Bachelor of Science degree in Industrial Engineering in 1982. He obtained his master degree in Business Management from University of South Australia in 2000 and Telecom Mini MBA program from Informa Management & Leadership Academy in 2007.

4. DISCLOSURE OF INTERESTS

Directors and chief executives

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules, were as follows:

Long positions in the Shares of the Company

| Name of Director | Number of shares held | | Total | Approximate % |
|----------------------|---|---|------------|---------------|
| | Personal interests (held as beneficial owner) | Corporate interests (interests of controlled corporation) | | |
| Mr. Hubert Chan | 82,467,519 | 2,751,510 (Note) | 85,219,029 | 54.7 |
| Chan Chung Yin, Roy | 11,724,398 | – | 11,724,398 | 7.5 |
| Chan Ming Him, Denny | 327,124 | – | 327,124 | 0.2 |
| Ip Man Hon | 192,200 | – | 192,200 | 0.1 |
| Lam Man Hau | 78,125 | – | 78,125 | 0.1 |
| Wu Kwok Lam | 375 | – | 375 | 0.0002 |
| Wan Man Lai, Polly | 18,125 | – | 18,125 | 0.01 |

Note: These shares were held by Light Emotion Limited, a company owned by Mr. Hubert Chan and his wife, Josephine Liu.

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

Substantial Shareholder's interests

As at the Latest Practicable Date, the interests or short positions of the persons, other than Directors or chief executives of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

| Name of Shareholders | Capacity/nature of interests (Note 1) | Number of Shares | Approximate % |
|--------------------------------------|--|------------------|---------------|
| Josephine Liu (Note 1) | Interests of spouse | 85,219,029 | 54.7 |
| Chan Low Wai Han, Edwina (Note 2) | Interests of spouse | 11,724,398 | 7.5 |

Notes:

1. Ms. Josephine Liu is the wife of Mr. Hubert Chan. By virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Ms. Josephine Liu is deemed to be interested in all the shares in which Mr. Hubert Chan is interested.
2. Mrs. Chan Low Wai Han, Edwina is the wife of Mr. Chan Chung Yin, Roy. By virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Mrs. Chan Low Wai Han, Edwina is deemed to be interested in all the shares in which Mr. Chan Chung Yin, Roy is interested.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other corporation or individual (other than the Directors or chief executive of the Company) who had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of any class of share capital carrying rights to vote in all circumstances at the general meetings of the Company, or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

5. DIRECTORS' SERVICE CONTRACTS

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

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their respective associates was interested in any business apart from the business of the Company or its subsidiaries which competes or is likely to compete, either directly or indirectly, with the business of the Company or its subsidiaries which is required to be disclosed pursuant to the Listing Rules.

7. DIRECTORS' INTEREST IN ASSETS, CONTRACTS AND OTHER INTERESTS

As at the Latest Practicable Date, none of the Directors had any interest, directly or indirectly, in any asset which, since 31 March 2025, being the date to which the latest published audited financial statements of the Company were made up, had been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to the Company.

8. MATERIAL CONTRACTS

Save as disclosed below, no material contract (not being a contract entered into in the ordinary course of business of the Company) has been entered into by the Company within the two years immediately preceding the date of this Prospectus:

- (i) surrender of a life insurance policy on 6 January 2026 by Hong Kong Communications Company Limited, an indirect wholly-owned subsidiary of the Company, with FWD Life Insurance Company (Bermuda) Limited at a cash surrender value of approximately HK\$6,585,000; and

- (ii) the provisional agreement dated 28 January 2026 entered into between Generalvestor (HK) Limited, an indirect wholly-owned subsidiary of the Company, and Lam Yi Toi for the disposal of property of the Group at a consideration of HK\$13,200,000.

9. LITIGATION

As at the Latest Practicable Date, the Company was not engaged in any litigation or arbitration or claims which would materially and adversely affect the operations of the Company and no litigation, arbitration or claims which would materially and adversely affect the operations of the Company was known to the Directors to be pending or threatened by or against the Company.

10. QUALIFICATION AND CONSENT OF EXPERT

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

| Name | Qualification |
|------------------|------------------------------|
| CCTH CPA Limited | Certified Public Accountants |

CCTH CPA Limited has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of its report and references to its name in the form and context in which they appear herein.

As at the Latest Practicable Date, CCTH CPA Limited was not beneficially interested in the share capital of the Company or its subsidiaries or had any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for any securities in the Company or its subsidiaries, nor did it have any interest, either directly or indirectly, in the assets which have been acquired or disposed of by or leased to the Company or its subsidiaries, or were proposed to be acquired or disposed of by or leased to the Company or its subsidiaries, since 31 March 2025, being the date to which the latest published audited financial statements of the Company were made up.

11. CORPORATE INFORMATION AND THE PARTIES INVOLVED IN THE RIGHTS ISSUE

| | |
|--------------------------|---|
| Registered office | Cricket Square Hutchins Drive P. O. Box 2681 Grand Cayman KY1-1111 Cayman Islands British West Indies |
|--------------------------|---|

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

14/F.,
Block B
Vita Tower
29 Wong Chuk Hang Road
Hong Kong

Authorised representatives

Mr. Chan Chung Yee Hubert
Mr. Wu Kwok Lam
14/F.,
Block B
Vita Tower
29 Wong Chuk Hang Road
Hong Kong

Company secretary

Mr. Wu Kwok Lam
14/F.,
Block B
Vita Tower
29 Wong Chuk Hang Road
Hong Kong

**Legal advisers to the Company in
relation to the Rights Issue (as to
Hong Kong law)**

Raymond Siu & Lawyers
(as to Hong Kong law)
Units 1302-3 (Reception) & 1802
Ruttonjee House
Ruttonjee Centre
11 Duddell Street
Central
Hong Kong

**Legal advisers to the Company in
relation to the Rights Issue (as to
Cayman Islands law)**

CONYERS DILL & PEARMAN
(as to Cayman Islands law)
29th Floor
One Exchange Square
8 Connaught Place
Central
Hong Kong

Reporting accountant

CCTH CPA Limited
Certified Public Accountants
Unit 1510-1517, 15/F, Tower 2
Kowloon Commerce Centre
No. 51 Kwai Cheong Road
Kwai Chung, New Territories
Hong Kong

Principal bankers**The Hongkong and Shanghai Banking Corporation Limited**

HSBC Main Building
1 Queen's Road Central
Central
Hong Kong

China Construction Bank (Asia) Corporation Limited

CCB Tower
3 Connaught Road Central
Central
Hong Kong

Share registrar and transfer office**Union Registrars Limited**

Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

12. EXPENSES

The expenses in connection with the Rights Issue, including the printing, registration, translation, legal, accounting and other professional fees, are estimated to be approximately HK\$0.9 million, which are payable by the Company.

13. DOCUMENTS REGISTERED BY THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent referred to under the paragraph headed "10. Qualification and consent of expert" in this Appendix, have been registered by the Registrar of Companies in Hong Kong as required under section 342C of the Companies (WUMP) Ordinance (Chapter 32 of the Laws of Hong Kong).

14. DOCUMENTS ON DISPLAY

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

- (i) the report from CCTH CPA Limited on the unaudited pro forma financial information of the Company, the text of which is set out in Appendix II to this Prospectus;
- (ii) the material contracts as referred to in the paragraph headed "8. Material Contracts" in this Appendix;

- (iii) the written consent of the expert as referred to in the paragraph headed “10. Qualification and consent of expert” in this Appendix; and
- (iv) the Prospectus Documents.

15. MISCELLANEOUS

The English text of this Prospectus shall prevail over the Chinese text in case of inconsistency.

As at the Latest Practicable Date, the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.

16. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (WUMP) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.