

THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Anchorstone Holdings Limited, you should at once hand the Prospectus Documents to the purchaser(s) or transferee(s) or to the stockbroker, the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of the Prospectus Documents, make no representation 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 “14. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission, The Stock Exchange of Hong Kong Limited and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Dealings in 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 dealer in securities, 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.

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 their respective commencement dates of dealings in the Rights Shares on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second 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. You should consult your stockbroker or licensed securities dealer or registered institution in securities, 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.

ANCHORSTONE
Anchorstone Holdings Limited
基石控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1592)

**PROPOSED RIGHTS ISSUE ON THE BASIS OF FOUR (4) RIGHTS
SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON
THE RECORD DATE ON A NON-UNDERWRITTEN BASIS**

Financial Adviser to the Company

VEDA | CAPITAL
智略資本

Capitalised terms used in this cover page shall have the same meanings as those defined in this Prospectus, unless the context requires otherwise.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares and the results of the Placing. The Rights Issue is subject to the fulfilment or waiver (where applicable) of the conditions of the Rights Issues. If the conditions of the Rights Issue are not fulfilled or (where applicable) waived on or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

Dealings in the Shares have been on an ex-rights basis from Friday, 10 April 2026. Dealings in the Rights Shares in their nil-paid form will take place from Thursday, 23 April 2026 to Thursday, 30 April 2026 (both dates inclusive). **Any dealings in the Shares from the Latest Practicable Date up to the date on which all conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.**

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

21 April 2026

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DEFINITIONS

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

“AFRC”	the Accounting and Financial Reporting Council
“Announcement”	the announcement of the Company dated 14 January 2026 in relation to, among other things, the Increase in Authorised Share Capital, the Rights Issue and the Set-off Arrangement
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the Board of Directors
“Business Day(s)”	a day (excluding Saturday and Sunday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Circular”	the circular dated 16 March 2026 issued by the Company in relation to, among others, the Rights Issue and the Set-off Arrangement
“Company”	Anchorstone Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose issued share are listed on Stock Exchange (stock code: 1592)
“Compensatory Arrangements”	the compensatory arrangements pursuant to Rule 7.21(1)(b) of the Listing Rules as described in the section headed “Procedures in respect of the Unsubscribed Rights Shares and the Excluded Unsold Rights Shares and the Compensatory Arrangements”
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Deed of Set-Off”	the deed of set-off dated 14 January 2026 entered between the Company and Mr. Lui in relation to the Rights Issue

DEFINITIONS

“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company held on Wednesday, 8 April 2026 to consider and approve the Increase in Authorised Share Capital, the Rights Issue and the Set off Arrangement
“Excluded Shareholder(s)”	the Overseas Shareholder(s) whom the Board, after making enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange, considers it necessary or expedient not to offer the Rights Shares to them
“Excluded Unsold Rights Share(s)”	the Rights Share(s) which would otherwise has/have been provisionally allotted to the Excluded Shareholders (if any) in nil-paid form that has/have not been sold by the Company
“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
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“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 People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the Company’s authorised share capital from HK\$50,000,000 divided into 500,000,000 Shares to HK\$400,000,000 divided into 4,000,000,000 Shares by creating an additional 3,500,000,000 unissued Shares
“Independent Shareholder(s)”	the Shareholder(s) other than Mr. Lui

DEFINITIONS

“Independent Third Party(ies)”	any persons or company and their respective ultimate beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquires, are third parties independent of and not connected with the Company and its connected persons
“Last Trading Day”	14 January 2026 being the last trading day of the Shares on the Stock Exchange prior to the publication of the Announcement
“Latest Placing Time”	6:00 p.m. on Thursday, 21 May 2026 or such later time and date as the Company and the Placing Agent may agree in writing, being the latest time to place the Placing Shares
“Latest Practicable Date”	16 April 2026, being the latest practicable date prior to the printing of this Prospectus
“Latest Time for Acceptance”	4:00 p.m. on Wednesday, 6 May 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
“Latest Time for Termination”	6:00 p.m. on Tuesday, 26 May 2026 (or such other time and date as may be determined by the Company), being the latest time for termination of the Placing Agreement
“Listing Committee”	has the meaning ascribed to it in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Lui”	Mr. Lui Yue Yun Gary, the shareholder of 137,886,046 Shares, representing approximately 47.62% of the issued share capital of the Company as at the Latest Practicable Date
“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and Excluded Unsold Rights Shares placed by the Placing Agent and/or its sub-placing agent(s) under the Placing Agreement) under the Compensatory Arrangements
“No Action Shareholders”	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renounees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed, and/or the Excluded Shareholders (if any)

DEFINITIONS

“Overseas Shareholder(s)”	the Shareholder(s) with registered addresses on the register of members of the Company which are outside Hong Kong on the Record Date
“PAL(s)”	the provisional allotment letter(s) proposed to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placing”	the offer by way of private placing of the Unsubscribed Rights Shares and Excluded Unsold Rights Shares on a best effort basis by the Placing Agent and/or its sub-placing agent(s), who and whose ultimate beneficial owners shall not be Shareholder(s) and shall be Independent Third Party(ies), to the independent placee(s) during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	Vast Harbour Securities Limited (formerly known as Sun Securities Limited), a corporation licensed to carry on Type 1 (dealing in securities) regulated activities under the SFO
“Placing Agreement”	the placing agreement dated 14 January 2026 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Period”	a period commencing from Thursday, 14 May 2026, and ending at the 6:00 p.m. on Thursday, 21 May 2026
“Placing Share(s)”	the Unsubscribed Rights Share(s) and the Excluded Unsold Rights Share(s) to be placed by the Placing Agent under the Placing Agreement
“Posting Date”	the date of despatch of the Prospectus Documents to the Qualifying Shareholders, and the Prospectus (for information only) to the Excluded Shareholders (as the case may be)
“PRC”	the People’s Republic of China which for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	this prospectus (including any supplementary prospectus, if any) to be despatched to the Qualifying Shareholders containing details of the Rights Issue
“Prospectus Documents”	collectively, the Prospectus and PAL(s)

DEFINITIONS

“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date, other than the Excluded Shareholder(s)
“Record Date”	Monday, 20 April 2026 or such other date as may be determined by the Company, being the date for determining entitlements of Shareholders to participate in the Rights Issue
“Rights Issue”	the proposed issue of the Rights Shares by way of rights on the basis of four (4) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders on the Record Date at the Subscription Price
“Rights Share(s)”	the new Shares proposed to be allotted and issued by the Company pursuant to the Rights Issue
“Set-off”	the arrangement to set-off approximately HK\$57.9 million, being the amount required to be paid by Mr. Lui for the subscription of 551,544,184 Rights Shares provisionally allotted to him pursuant to the Rights Issue against the Shareholder’s Loans
“Set-off Arrangement”	the arrangement to set-off the amount required to be paid by Mr. Lui pursuant to the Rights Issue against the Shareholder’s Loans to the Deed of Set-Off
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Registrar”	Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share(s)”	ordinary share(s) of par value HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shareholder’s Loans”	the unsecured shareholder’s loans provided by Mr. Lui to the Group bearing interest at 5% per annum, the outstanding principal amount and accrued interest of which amounted to approximately HK\$71 million as at the Latest Practicable Date
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.105 per Rights Share

DEFINITIONS

“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Undertaking”	the irrevocable undertaking given by Mr. Lui in favour of the Company in relation to the proposed Rights Issue
“Unsubscribed Rights Shares”	Rights Shares that are not subscribed by the Qualifying Shareholders
“%”	per cent

EXPECTED TIMETABLE

Set out below is the expected timetable for the Rights Issue which is indicative only and has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled. The expected timetable for the Rights Issue is set out below:

Event	Time and date in 2026
Despatch of Prospectus Documents (in the case of Excluded Shareholders, the Prospectus only).....	Tuesday, 21 April
First day of dealing in nil-paid Rights Shares	Thursday, 23 April
Latest time for splitting of the PAL	4:30 p.m. on Monday, 27 April
Last day of dealings in nil-paid Rights Shares	Thursday, 30 April
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the payment of Net Gain.....	4:00 p.m. on Wednesday, 6 May
Latest Time for Acceptance of and payment for the Rights Shares.....	4:00 p.m. on Wednesday, 6 May
Announcement of the number of Unsubscribed Rights Shares subject to the Compensatory Arrangements	Wednesday, 13 May
Commencement of placing of Unsubscribed Rights Shares by the Placing Agent	Thursday, 14 May
Latest time of placing of the Unsubscribed Rights Shares by the Placing Agent	6:00 p.m. on Thursday, 21 May
Latest time for the Rights Issue and the Placing Agreement to become unconditional	6:00 p.m. on Tuesday, 26 May
Announcement of results of the Rights Issue to be published on the respective websites of the Stock Exchange and the Company	Tuesday, 2 June
Despatch of share certificates of fully-paid Rights Shares and completion of Unsubscribed Rights Share Placing to take place	Wednesday, 3 June
Despatch of refund cheques, if any, if the Rights Issue is terminated.....	Wednesday, 3 June

EXPECTED TIMETABLE

Event	Time and date in 2026
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Thursday, 4 June
Payment of Net Gain to relevant No Action Shareholders (if any) or Excluded Shareholders (if any).....	Thursday, 11 June

All times and dates specified in this Prospectus refer to the Hong Kong times and dates. This timetable is indicative only and any subsequent changes to the expected timetable will be announced by the Company as and when appropriate.

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

The Latest Time for Acceptance will not take place if there is a tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons as announced by the Government of Hong Kong or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Time of Acceptance. 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 Latest Time of Acceptance. 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 at any time between 9:00 a.m. and 4:00 p.m. in Hong Kong.

If the Latest Time for Acceptance does not take place on or before 4:00 p.m. on the currently scheduled date, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

EXPECTED TIMETABLE

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

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Listing Committee 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 the Letter from the Board of this Prospectus.

Any dealings in the Shares from the Latest Practicable Date up to the date on which all conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares and the results of the Placing. In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders and the Placing Shares not placed under the Placing Agreement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

LETTER FROM THE BOARD

ANCHORSTONE
Anchorstone Holdings Limited
基石控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1592)

Executive Directors:

Mr. Lui Yue Yun Gary (*Chairman*)
Ms. Lui Natalie Po Wai

Independent non-executive Directors:

Mr. Ko Tsz Kin
Mr. Wong Yue Fai
Prof. Jiang Zhihong

Registered Office:

Cricket Square Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal Place of Business in
Hong Kong:*

Unit 1501-02,
15/F., Delta House,
No. 3 On Yiu Street,
Shatin,
New Territories,
Hong Kong

21 April 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSED RIGHTS ISSUE ON THE BASIS OF FOUR (4) RIGHTS
SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON
THE RECORD DATE ON A NON-UNDERWRITTEN BASIS**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 8 April 2026 and the Circular in relation to, among other things, the Increase in Authorised Share Capital, the Rights Issue and the Set-off Arrangement and whereby the Board announced that the Company proposed to conduct the Rights Issue to raise, before expenses, up to approximately HK\$121.6 million by issuing up to 1,158,221,124 Rights Shares on the basis of four (4) Rights Shares for every one (1) existing Share held on the Record Date at the Subscription Price of HK\$0.105 per Rights Share. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Excluded Shareholders.

The purpose of this Prospectus is to provide you with, among other things, (i) further details on the Rights Issue and the relevant financial information and other general information of the Group.

LETTER FROM THE BOARD

2. PROPOSED RIGHTS ISSUE

The Rights Issue is proposed to take place with the terms set out as follows:

Issue Statistics

Basis of the Rights Issue:	Four (4) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders on the Record Date
Subscription Price:	HK\$0.105 per Rights Share
Number of Shares in issue:	289,555,281 Shares
Number of Rights Shares:	Up to 1,158,221,124 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date)
Aggregate nominal value of the Rights Shares:	Up to HK\$115,822,112.40 (assuming no change in the share capital of the Company on or before the Record Date)
Number of Shares as enlarged by the allotment and issue of the Rights Shares:	Up to 1,447,776,405 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)
Number of Rights Shares being undertaken by Mr. Lui:	Up to 551,544,184 Rights Shares (the actual amount of Rights Shares to be taken up by Mr. Lui will depend on the level of subscription taken up by the Qualifying Shareholders and the results of the Placing such that it will not trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code immediately after completion of the Rights Issue)
Gross proceeds to be raised from the Rights Issue:	Up to approximately HK\$121.6 million before the expenses and the Set-off Arrangement

As at the Latest Practicable Date, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares. The Company has no intention to issue or grant any Shares, convertible securities, warranties and/or options on or before the Record Date.

Assuming no change in the number of Shares in issue on or before the Record Date, 1,158,221,124 Rights Shares to be issued pursuant to the terms of the Rights Issue represents (i) 400% of the total number of issued Shares as at the Latest Practicable Date; and (ii) 80% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

LETTER FROM THE BOARD

The Undertaking

As at the Latest Practicable Date, Mr. Lui is beneficially interested in an aggregate of 137,886,046 Shares, representing approximately 47.62% of the issued share capital of the Company.

On 14 January 2026, Mr. Lui has given the Undertaking in favour of the Company, that (i) he will not dispose of any of the 137,886,046 Shares comprising the current shareholding in the Company beneficially owned by himself, and such Shares will remain beneficially owned by him up to and including the Record Date; (ii) he will lodge his acceptance of the 551,544,184 Rights Shares, which will be the number of Rights Shares provisionally allotted to him in nil-paid form under the Rights Issue, with the Share Registrar or the Company, with payment in full therefor, by no later than the Latest Time for Acceptance or otherwise in accordance with the instructions set out in the Prospectus Documents; and (iii) pursuant to the note of Rule 7.19(5)(b) of the Listing Rules, when the rights issue is not fully underwritten and on the basis that if the issue is not fully taken up, the application of the Shareholder for his/her/its assured entitlement under the Rights Issue can be scaled down to a level which does not trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code, he consents that, in the event of an under-subscription of the Rights Issue, the Company has power and authority to scale down Mr. Lui's assured entitlement under the Rights issue to a level which does not trigger an obligation to make a general offer under the Takeovers Code immediately after completion of the Rights Issue.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully-subscribed, any Unsubscribed Rights Shares and Excluded Unsold Rights Shares will be placed to independent places on a best effort basis by the Placing Agent under the Compensatory Arrangements. Any Unsubscribed Rights Shares and Excluded Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

There are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue. As the Rights Issue will proceed on a non-underwritten basis, any Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken-up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not 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.

LETTER FROM THE BOARD

Save for the Undertaking, the Company has not received any information or other undertakings from any Shareholders of their intention to take up or not to take up the securities of the Company to be offered to them under the Rights Issue as at the Latest Practicable Date.

Subscription Price

The Subscription Price is HK\$0.105 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 28.57% to the closing price of HK\$0.147 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 30.00% to the closing price of HK\$0.150 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 28.57% to the average of the closing prices of approximately HK\$0.147 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day;
- (iv) a discount of approximately 7.89% to the theoretical ex-rights price of HK\$0.114 per Share as adjusted for the effect of the Rights Issue, based on the closing price of HK\$0.150 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (v) a premium of approximately HK\$0.332 to the unaudited consolidated net deficit per Share of approximately HK\$0.217 (based on the latest published unaudited consolidated net deficit of approximately HK\$62,731,000 as at 30 June 2025 and the total number of issued Shares as at the Latest Practicable Date);
- (vi) a premium of approximately HK\$0.498 to the audited consolidated net deficit per Share of approximately HK\$0.393 (based on the latest published audited consolidated net deficit of approximately HK\$113,688,000 as at 31 December 2025 and the total number of issued Shares as at the Latest Practicable Date); and
- (vii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 24.00% represented by the theoretical diluted price of approximately HK\$0.114 per Share to the benchmarked price (as defined under Rule 7.27B of the Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.150 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to the Last Trading Day of approximately HK\$0.147 per Share) of approximately HK\$0.150 per Share.

LETTER FROM THE BOARD

The net Subscription Price per Rights Share (after deducting the relevant expenses) will be approximately HK\$0.104 per Right Share.

The Subscription Price was determined with reference to, among others, (i) the market price of the Shares under the prevailing market conditions and the relevant discount to the closing prices; (ii) the prevailing market conditions of the capital market in Hong Kong; (iii) the latest business performance and financial position of the Group; and (iv) the reasons for the Rights Issue as discussed in the section headed “Reasons for the Rights Issue and the Set-off Arrangement” in this letter.

The Directors consider that, despite any potential dilution impact of the proposed Rights Issue on the shareholding interests of the Shareholders, the terms of the Rights Issue, including the Subscription Price which has been set as a discount to the recent closing prices of the Shares with an objective of encouraging existing Shareholders to take up their provisional allotments and to participate in the potential growth of the Company, are fair and reasonable and in the interests of the Company and the Shareholders as a whole, after taking into account that (i) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue can sell the nil-paid rights in the market; (ii) the Rights Issue allows the Qualifying Shareholders to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company; and (iii) the proceeds from the Rights Issue can fulfil the funding needs of the Group.

Qualifying Shareholders

To qualify for the Rights Issue, a Shareholder must:

- (i) be registered as a member of the Company on the Record Date; and
- (ii) not an Excluded Shareholder.

Investors whose Shares are held by nominee companies should note that the Board will regard a nominee company as a single Shareholder according to the register of members of the Company. Shareholders and investors should consult their professional advisers if they are in any doubt as to their status.

In order to be registered as members of the Company on the Record Date, transfer documents (together with the relevant share certificates) must be lodged with the Share Registrar no later than 4:30 p.m. on Monday, 13 April 2026.

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

Rights of Overseas Shareholders

As at the Latest Practicable Date, there are 6 Overseas Shareholders in the PRC holding an aggregated number of 1,260,000 Shares, representing approximately 0.43% of the issued share capital of the Company.

LETTER FROM THE BOARD

The Prospectus will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders, if any, may not be eligible to take part in the Rights Issue. The Company will send the Prospectus (without the PAL) to the Excluded Shareholders for their information only.

The Company notes the requirements specified in the notes to Rule 13.36(2)(a) of the Listing Rules, and has made enquiries regarding the feasibility of extending the Rights Issue to Overseas Shareholders present on the Record Date. The Company has been advised by its legal advisers in the PRC that, under the applicable legislations of the PRC, there is (i) no legal restriction or requirement of any regulatory body or stock exchange with respect to extending the Rights Issue to the Overseas Shareholders in the PRC; and (ii) in relation to the Rights Issue, there is no requirement under the relevant applicable legislations of the PRC requiring the prior approval and or registration of the Prospectus with the relevant regulatory authorities under the applicable laws of the PRC. Accordingly, the Rights Issue will be extended to such Overseas Shareholders in the PRC and there are no Excluded Shareholders for the Rights Issue as at the Latest Practicable Date. Save for the aforesaid Overseas Shareholders, all Shareholders on the Company's register of members as at the Latest Practicable Date have Hong Kong registered addresses.

As the register of members of the Company is already closed as at the Latest Practicable Date and will remain closed up to the Record Date, there will be no additional Overseas Shareholder and save for the Overseas Shareholders with registered addresses in the PRC, there were no Excluded Shareholder on the Record Date.

Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholder(s) to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid pro rata to the Excluded Shareholder(s). The Company will retain individual amounts of HK\$100 or less for the benefit of the Company.

The Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. Receipt of any of the Prospectus Documents or the crediting of nil-paid rights to a stock account in CCASS does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, the relevant Prospectus Document(s) must be treated as sent for information purposes only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of any of the Prospectus Documents or whose stock account in CCASS is credited with nil-paid rights should not, in connection with the Rights Issue, distribute or send the same to, or transfer nil-paid rights to any Excluded Shareholder. If a PAL is received by, or any nil-paid rights are credited to any stock account in CCASS of, any person in any such territory (or his/her/its agent or nominee),

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he/she/it should not take up such nil-paid rights, transfer the PAL, or transfer the nil-paid rights credited to any stock account in CCASS unless the Company determines that such actions would not violate applicable legal or regulatory requirements. Any person (including, without limitation, agents, custodians, nominees and trustees) who forwards this Prospectus or a PAL to any Excluded Shareholder (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

It is the responsibility of any person (including but not limited to Shareholders and beneficial owners of the Shares, any agent, custodian, nominee or trustee) outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including obtaining any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith.

Any acceptance of the offer of the Rights Shares by any person by way of completion or return to the Share Registrar of a PAL will be deemed to constitute a representation and warranty from such person to the Company that the applicable local laws and requirements have been fully complied with. Such persons should consult their professional advisers if in doubt.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to the representations and warranties provisions above.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue subject to the results of the enquiries made by the Company pursuant to the Listing Rules. The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Closure of register of members

The register of members of the Company will be closed from Tuesday, 14 April 2026 to Monday, 20 April 2026 (both days inclusive) for determining the Shareholders' entitlements to the Rights Issue.

No transfer of Shares will be registered during the book closure periods.

Basis of provisional allotment

The basis of the provisional allotment shall be four (4) Rights Shares for every one (1) existing Share in issue and held by the Qualifying Shareholders on the Record Date.

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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 Share Registrar on or before the Latest Time for Acceptance.

No fractional entitlements to the Rights Shares

On the basis of provisional allotment of four (4) Rights Shares for every one (1) existing Share held, no fractional entitlement to Rights Shares shall arise.

Odd lot arrangement

As no odd lots of the Shares are expected to result from the Rights Issue, no odd lot matching services will be provided.

Status of the Rights Shares

The Rights Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfillment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Wednesday, 3 June 2026. Those entitled, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares in fully-paid form, allotted and issued thereto. If any of the conditions of the Rights Issue as set out in the paragraph headed "Conditions of the Rights Issue" is not fulfilled by the Latest time for the Rights Issue to become unconditional and the Rights Issue is terminated or lapsed, the monies received in respect of acceptance of the Rights Shares will be refunded to the Qualifying Shareholders (or such other persons to whom the nil-paid Rights Shares have been validly transferred) without interest, by means of cheques and refund cheques are expected to be posted on or before Wednesday, 3 June 2026 by ordinary post, at the respective Shareholders' own risk, to their registered addresses if the Rights Issue is terminated.

Procedures for acceptance, splitting of provisional allotment and payment and/or transfer of the Rights Shares

Qualifying Shareholders will find enclosed with this prospectus a PAL 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 (subscription monies should be rounded up to 2 decimal points), with the Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong on or before the Latest Time for

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Acceptance, which is expected to be 4:00 p.m. on Wednesday, 6 May 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 "ANCHORSTONE 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 Share Registrar by no later than 4:00 p.m. on Wednesday, 6 May 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. 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. 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 4:30 p.m. on Monday, 27 April 2026 to the Share 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 Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong after 9:00 a.m. on the second Business Day after the surrender of the original PAL. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

The PAL contains further information regarding the procedure 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 receipt will be given in respect of any application monies received.

If any of the conditions of the Rights Issue as set out in the paragraph headed "Conditions of the Rights Issue" below is not fulfilled by the Latest Time for the Rights Issue to become unconditional, the remittance received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to

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whom the Rights Shares in the nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Share Registrar on or before Wednesday, 3 June 2026.

Procedures in respect of the Unsubscribed Rights Shares and Excluded Unsold Rights Shares and the Compensatory Arrangements

According to Rule 7.21(1)(b) of the Listing Rules, the Company has made arrangements to dispose of the Unsubscribed Rights Shares and Excluded Unsold Rights Shares by offering the Unsubscribed Rights Shares and Excluded Unsold Rights Shares to independent places for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. On 14 January 2026 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and Excluded Unsold Rights Shares to the independent places on a best effort basis.

Pursuant to the Placing Agreement, the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and Excluded Unsold Rights Shares during the Placing Period to independent places on a best effort basis, and any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders on a pro-rata basis.

The Placing Agent will, on a best effort basis, procure, by not later than 6:00 p.m. on Thursday, 21 May 2026, subscribers for all (or as many as possible) of those Unsubscribed Rights Shares and Excluded Unsold Rights Shares. Any Unsubscribed Rights Shares and Excluded Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

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

- A. the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and
- B. the relevant Excluded Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders become entitled on the basis described above to an amount of HK\$100 or more, such amount will be paid to the relevant No Action Shareholder(s) in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefits.

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Placing Agreement for the Unsubscribed Rights Shares and Excluded Unsold Rights Shares

Principal terms of the Placing Agreement are summarised as follows:

Date: 14 January 2026 (after trading hours of the Stock Exchange)

Issuer: The Company

Placing Agent: Vast Harbour Securities Limited (formerly known as Sun Securities Limited), a corporation licensed to engage in type 1 (dealing in securities) regulated activity under the SFO

The Placing Agent confirms that it and its ultimate beneficial owner(s) are Independent Third Parties

Placing Period: The period commencing from Thursday, 14 May 2026 and ending at 6:00 p.m. on Thursday, 21 May 2026.

Commission: Subject to completion of the Placing, the Company shall pay to the Placing Agent a placing commission in Hong Kong Dollars, of 1.25% of the amount which is equal to the placing price multiplied by the number of Unsubscribed Rights Shares and Excluded Unsold Rights Shares that have been successfully placed by the Placing Agent and/or its sub-placing agent(s) pursuant to the terms of the Placing Agreement.

Assuming, save for Mr. Lui, none of the Qualifying Shareholders has taken up their entitled Rights Shares and all Unsubscribed Rights Shares and the Excluded Unsold Rights Shares have been placed by the Placed Agent, the total placing commission will be approximately HK\$0.796 million in cash to be deducted from the gross proceeds of the Rights Issue.

Placing price of the Unsubscribed Rights Shares and Excluded Unsold Rights Shares: The placing price of the Unsubscribed Rights Shares and Excluded Unsold Rights Shares shall be not less than the Subscription Price.

The final price determination will depend on the demand for and the market conditions of the Unsubscribed Rights Shares and Excluded Unsold Rights Shares during the process of placement.

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- Placees: The Unsubscribed Rights Shares and Excluded Unsold Rights Shares are expected to be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies) and none of the placees shall be a party acting in concert (as defined in the Takeovers Code) with any of them or other placees.
- The Placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing.
- Ranking: The placed Unsubscribed Rights Shares and Excluded Unsold Rights Shares (when allotted, issued and fully paid, if any) shall rank *pari passu* in all respects among themselves and with the Shares in issue as at the date of completion of the Rights Issue.
- Conditions of the Placing Agreement: The obligations of the Placing Agent under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled:
- (i) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms (subject to customary conditions) and such approval not having been withdrawn or revoked;
 - (ii) the passing of all necessary resolutions to be proposed at the EGM to be convened to consider and, approve, among others, the Increase in Authorised Share Capital and the Rights Issue and the respective transactions contemplated thereunder;
 - (iii) all necessary consents and approvals to be obtained on the part of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained;

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- (iv) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion of the Placing Agreement; and
- (v) the Placing Agreement not having been terminated accordance with the provisions thereof.

Save for condition (iv) which may be waived by either party by notice in writing to the other party, none of the above conditions is capable of being waived.

In the event that the above condition precedents have not been fulfilled or waived (as the case may be) on or before the Latest Time for Termination, all rights, obligations and liabilities of the parties thereunder in relation to the Placing shall cease and determine and none of the parties shall have any claim against the other in respect of the Placing save for any antecedent breach and/or any rights or obligations which may accrue under the Placing Agreement prior to such termination.

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Termination:

Notwithstanding anything contained in the Placing Agreement, the Placing Agent may terminate the Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to the Latest Time for Termination upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Unsubscribed Rights Shares and the Excluded Unsold Rights Shares or otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (a) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before on and/or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industry, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or
- (b) the imposition of any moratorium, suspension (for more than 7 trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's absolute opinion, would affect the success of the Placing; or

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- (c) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's reasonable opinion any such new law or change may affect the business or financial prospects of the Group and/or the success of the Placing; or
- (d) any litigation or claim being instigated against any member of the Group or its senior management, which has or may affect the business or financial position of the Group and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or
- (e) any breach of any of the representations and warranties given by the Company as set out in the Placing Agreement having come to the knowledge of the Placing Agent or any event having occurred or any matter having arisen on or after the date of the Placing Agreement and prior to the completion of the Rights Issue which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (f) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

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Conditions of the Rights Issue

The Rights Issue is conditional upon:

- (a) the passing of all the necessary resolution(s) at the EGM to be convened to consider and, approve, among others, the Increase in Authorised Share Capital, the Rights Issue and the respective transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by the Shareholders or the Independent Shareholders (as the case may be);
- (b) the Increase in Authorised Share Capital having become effective;
- (c) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of the Prospectus Documents each duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolutions of the Directors (and all other documents required to be attached hereto) and otherwise in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) not later than the Prospectus Posting Date;
- (d) the Prospectus Documents are made available to the Qualifying Shareholders and the posting of the Prospectus and a letter in the agreed form to the Excluded Shareholders, if any, for information purpose explaining the circumstances in which they are not permitted to participate in the Rights Issue on or before the Posting Date;
- (e) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares in their nil-paid and fully-paid forms;
- (f) the Placing Agreement not having been terminated in accordance with the provisions thereof, including force majeure events; and
- (g) compliance with the requirements under the applicable laws and regulations of Hong Kong.

All conditions set out above cannot be waived by any party. If any of the above conditions is not satisfied at or prior to the respective time stipulated therein, the Rights Issue will not proceed.

As at the Latest Practicable Date, save for conditions (a), (b), (f) and (g), all the other conditions have not been fulfilled.

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Cheques and banker's cashier orders

All cheques and banker's cashier orders will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement of a PAL together with a cheque or banker's cashier order in payment of the Rights Shares applied for will constitute a warranty that the cheque or banker's cashier order will be honoured upon first presentation. If any cheque or banker's cashier order is not honoured upon first presentation, the PAL is liable to be rejected and/or deemed invalid by the Company in its absolute discretion, and in the case of an acceptance of a Qualifying Shareholder's assured entitlement all such assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

Beneficial owners' instructions to their intermediary

For beneficial owners whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, if they wish to subscribe for the Rights Shares provisionally allotted to them, or sell their nil-paid Rights Shares or "split" their nil-paid Rights Shares by accepting part of their provisional allotment and selling/transferring the remaining part, they should contact their intermediary and provide their intermediary with instructions or make arrangements with their intermediary in relation to the acceptance, transfer and/or "splitting" of the rights to subscribe for the Rights Shares which have been provisionally allotted to them in respect of the Shares in which they are beneficially interested. Such instructions and the relevant arrangements should be given or made in advance of the relevant dates stated in the "Expected Timetable" of this Prospectus and otherwise in accordance with the requirements of their intermediary in order to allow their intermediary sufficient time to ensure that their instructions are given effect. The procedures for acceptance, transfer and/or "splitting" in these cases shall be in accordance with the General Rules of HKSCC, the HKSCC Operational Procedures in effect from time to time and any other applicable requirements of HKSCC.

Application for listing of the Rights Shares and the Placing Shares

The Company has applied to the Listing Committee for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms, and the Placing Shares. Rights Shares in both their nil-paid and fully-paid forms will be traded in board lots 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, and the Placing Shares 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, and the Placing Shares 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, and the Placing Shares or such other dates as may be determined by HKSCC.

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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. 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 the Placing Shares and, regarding Excluded Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf. No securities of the Company in issue including the Rights Shares and Placing Shares for which listing or permission to deal in that is to be sought is or will be listed or dealt in on any other stock exchange.

There will be no odd lot matching arrangement for the Rights Shares in their nil-paid or fully paid form and the Placing Shares.

Stamp duty and other applicable fees

Dealings in the Rights Shares in both nil-paid and fully-paid forms will be subject to the payment of stamp duty, the Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy or any other applicable fees and charges in Hong Kong. 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 Excluded Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

Taxation

It is emphasized that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

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 the Placing Shares and, regarding Excluded Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

THE SET-OFF ARRANGEMENT

The Shareholder's Loans have been provided by Mr. Lui to the Group from time to time since 2020 to finance the Group's general working capital requirements. The Shareholder's Loans are unsecured and bear interest of 5% per annum. Having considered that (i) the Group was not required to provide any collateral for the Shareholder's Loans, and (ii) the interest rate of the Shareholder's Loans is significantly lower as compared to the interest rates offered by banks in Hong Kong which range between approximately 7% to 9% per annum, the Directors consider the terms of the Shareholder's Loans to be on normal commercial terms or better to the Company.

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As at the Latest Practicable Date, the Company was indebted to Mr. Lui in an aggregate amount of approximately HK\$71 million (including principal of approximately HK\$60.35 million and accrued interest of approximately HK\$10.70 million) under the Shareholder's Loans which are due on 31 December 2027, providing an extended and favorable repayment period that takes into account the Group's limited cash resources. Notwithstanding the extension of the repayment due date, and having regard to the background of the Shareholder's Loans, the Board considers that (i) the subscription monies represent repayment of indebtedness owed by the Company to Mr. Lui; (ii) the Set-off Arrangement, being an alternative method of discharging such indebtedness, does not constitute preferential treatment to Mr. Lui over other Qualifying Shareholders; and (iii) it effectively settles the Group's overdue debt without cash outflow while at the same time alleviating the continuing interest burden of 5% per annum on the Shareholder's Loans. Accordingly, the Board considers that the Set-off Arrangement is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Pursuant to the Undertaking, Mr. Lui conditionally agreed to the Set-off whereby approximately HK\$57.9 million required to be paid by Mr. Lui for the subscription of 551,544,184 Rights Shares provisionally allotted to him pursuant to the Rights Issue would be set-off against the Shareholder's Loans on a dollar-for-dollar basis. However, if the relevant resolution in respect of the Set-off Arrangement is not approved at the EGM, the Company was given to understand that Mr. Lui will satisfy the subscription monies from his internal resources.

CHANGE IN THE SHAREHOLDING STRUCTURE OF THE COMPANY ARISING FROM THE RIGHTS ISSUE

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date up to the Record Date); and (iii) when applicable, immediately after the completions of the Rights Issue and the Placing:

	Immediately after completion of the Rights Issue and the Placing							
	As at the Latest Practicable Date		Assuming all Qualifying Shareholders have taken up the Rights Shares		Assuming no Qualifying Shareholders (except Mr. Lui pursuant to the Undertaking) had taken up their Rights Shares entitlement and all the Placing Shares have been placed		Assuming no Qualifying Shareholders (except Mr. Lui pursuant to the Undertaking) had taken up their Rights Shares entitlement after adjustment to number of Rights Shares offered to Mr. Lui (Note 1)	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Mr. Lui	137,886,046	47.62	689,430,230	47.62	689,430,230	47.62	149,376,046	49.62
Independent Shareholders	151,669,235	52.38	758,346,175	52.38	151,669,235	10.48	151,669,235	50.38
Independent placees	—	0.00	—	0.00	606,676,940	41.9	—	0.00
Total	289,555,281	100.00	1,447,776,405	100.00	1,447,776,405	100.00	301,045,281	100.00

Note: In the event of an under-subscription of the Rights Issue, pursuant to the note of Rule 7.19(5)(b) of the Listing Rules, which sets out that an issuer may provide for shareholders to apply on the basis that, if the issue is not fully taken up, their application can be "scaled" down to a level which does not trigger an obligation to make a general offer after completion of the Rights Issue and the Placing (i.e. Mr. Lui's shareholding cannot be increased by more than 2% immediately after the completion of the Rights Issue).

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The Shareholders and the public investors of the Company should note that the above shareholding changes are for illustrative purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue and the Placing are subject to various factors, including the results of the acceptance of the Rights Issue. The public float requirements under the Rule 8.08 of the Listing Rules shall be maintained by the Company at all times, and the Company will take all appropriate steps to ensure that sufficient public float shall be at all times in compliance with Rule 8.08(1) of the Listing Rules.

In order to ensure compliance with the public float requirement under Rule 8.08(1) of the Listing Rules even in the event that Independent Shareholders subscribe for a materially lower proportion of their entitlements and placees take up a substantial portion of the Unsubscribed Rights Shares, the Company will adopt the following concrete measures: (i) scale down Mr. Lui's subscription of his assured entitlement in accordance with the note to Rule 7.19(5)(b) of the Listing Rules (and with his prior consent) so that his post-completion shareholding will not increase by more than 2%, thereby preventing any undue concentration and preserving sufficient public float; and (ii) monitor the daily acceptance level of the Rights Issue, liaise with the Share Registrar and the Placing Agent accordingly, review the placee(s) information and substantial shareholder disclosures, and continuously assess the public shareholding percentage throughout the Rights Issue and Placing processes. The Company will monitor the subscription results closely and take all appropriate additional steps as may be necessary to maintain the public float at or above 25% at all times.

USE OF PROCEEDS

Assuming full subscription under the Rights Issue (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date up to the Record Date), the gross proceeds from the Rights Issue will be approximately HK\$121.6 million. After the Set-off Arrangement and deducting the related expenses, the estimated net proceeds from the Rights Issue will be further reduced to approximately HK\$61.8 million to approximately HK\$62.6 million (subject to actual number of Unsubscribed Rights Shares for Placing). Assuming full subscription under the Rights Issue and that there will be no Unsubscribed Rights Shares for Placing, the Company intends to utilize the net proceeds from the Rights Issue of approximately HK\$62.6 million for the followings:

- (a) as to approximately HK\$41.8 million will be used for repayment of overdue bank loans and the interests incurred therefrom;
- (b) as to approximately HK\$20.3 million will be used for repayment of the outstanding trade and other payables; and
- (c) as to the remaining of approximately HK\$0.5 million will be used as general working capital of the Group, including day-to-day salaries, office administrative overheads and selling and distribution expenses.

Given that the Rights Issue is non-underwritten and will proceed regardless of the level of subscription, the following table illustrated different application of the net proceeds from the Rights Issue by subscription levels.

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Table — Proceeds application by subscription levels (for illustrative purposes only)

Rights Issue and Placing		Unsubscribed Rights Shares to Places <i>Shares</i>	Set-off Arrangement <i>HK\$'million</i>	Expected cash received by the Company <i>HK\$'million</i>	Repayment of Bank Loans <i>HK\$'million</i>	Repayment of Trade/Other Payables <i>HK\$'million</i>	Working Capital <i>HK\$'million</i>
Shares to Mr. Lui <i>Shares</i>	Shares to other Shareholders <i>Shares</i>						
All Shareholders subscribing for his/her/its Rights Shares							
551,544,184	606,676,940	—	57.9	62.6	41.8	20.3	0.5
No Shareholders (except Mr. Lui) subscribing for Rights Shares but assuming all the Unsubscribed Rights Shares are placed successfully							
551,544,184	—	606,676,940	57.9	61.8	41.8	20.0	—
No Shareholder subscribing for Rights Shares but assuming 25% of the Unsubscribed Rights Shares are placed successfully and Mr. Lui's entitlement of Rights Shares has to be scaled down							
160,871,954	—	151,669,235	16.9	14.7	14.7	—	—
No Shareholder subscribing for Rights Shares and assuming all the Unsubscribed Rights Shares cannot be placed so Mr. Lui's entitlement of Rights Shares has to be scaled down							
11,490,000	—	—	1.2	1.2	—	—	—

LETTER FROM THE BOARD

As illustrated in the table above, should the Rights Issue be undersubscribed with low or minimal public take-up by Qualifying Shareholders, (i) Mr. Lui's entitlement to the Rights Shares pursuant to the Undertaking (by way of set-off) will be scaled down as described below; and (ii) the net proceeds will be correspondingly reduced, with the Company intending to prioritize to their use for repayment of overdue bank loans, and followed by settlement of outstanding trade and other payables. With reference to the table "Proceeds application by subscription levels" above,

- in the event that all or most of the Placing Shares are successfully placed, and Mr. Lui subscribes for up to 551,544,184 Rights Shares, the subscription monies payable of Mr. Lui under the Rights Issue, being approximately HK\$57.9 million, will be set-off in full against the Shareholder's Loans on a dollar-to-dollar basis. The remaining net proceeds of up to approximately HK\$62.6 million (subject to the actual results of the Placing) generated via the Placing, will be applied first towards the repayment of the Group's overdue bank loans, which comprise both outstanding principal and accrued interest (amounts due to Hang Seng Bank of approximately HK\$40.8 million (including principal of approximately HK\$28.8 million and accrued interest of approximately HK\$12.0 million); and amounts due to Chong Hing Bank of approximately HK\$4.2 million (including principal of approximately HK\$2.5 million and accrued interest of approximately HK\$1.7 million)) and remaining proceeds (if any) are expected to be utilized to the Group's outstanding trade and other payables.
- in the event that only a reduced number of or nil Placing Shares are placed, the Company will scale down the number of Rights Shares applied by Mr. Lui's under the Rights Issue, in accordance with note to Rule 7.19(5)(b) of the Listing Rules, to a level that will not trigger an obligation to make a general offer after completion of the Rights Issue and the Placing (i.e. Mr. Lui's shareholding cannot be increased by more than 2% immediately after the completion of the Rights Issue), which means that Mr. Lui's subscription will be reduced as necessary so that, after taking into account (i) all Rights Shares actually taken up by other Shareholders and places; and (ii) Mr. Lui's own assured entitlement he has applied for, his final shareholding will be capped at a level that does not trigger a mandatory general offer obligation under the Takeovers Code. With reference to the acceptance report of the Rights Issue to be provided by the Share Registrar and the information of the places to be provided by the Placing Agent, the Company will determine the final number of Rights Shares to be allotted to Mr. Lui after taking into account the results of the Rights Issue and the Placing. Mr. Lui will submit acceptance for his full provisional entitlement under the PAL; however, the Company, if and when necessary, will adjust the number of Rights Shares to be allotted to Mr. Lui under the Rights Issue after liaising with the Share Registrar and the Placing Agent and receiving the results of the Rights Issue and the Placing to ensure that Mr. Lui's post-completion percentage shareholding remains below the relevant mandatory offer threshold, in accordance with note to Rule 7.19(5)(b) of the Listing Rules. With this scale-down mechanism, excess Rights Shares accepted by Mr. Lui will not be allotted to him and the subscription proceeds payable by Mr. Lui will be based on the actual number of Rights Shares that will be allotted to him which will then be applied to set off the Shareholder's Loans on a dollar-for-dollar basis. The final scale-down outcome and

LETTER FROM THE BOARD

the final amount to be set off against the Shareholder's Loans will be disclosed by the Company to the Shareholders in the results announcement of the Rights Issue, which is currently expected to be issued on Tuesday, 2 June 2026. As illustrated in the last column of the shareholding table of the Company set out above, on the theoretical basis that no Placing Shares are placed, the maximum number of Rights Shares to be allotted and issued to Mr. Lui will be scaled down to 11,490,000 Rights Shares, and approximately HK\$1.2 million will be set-off against the Shareholder's Loans on a dollar-to-dollar basis. Additionally, should there is an under-subscription of the Rights Issue other than those under the Undertakings and after adjustments to number of Rights Shares offered to Mr. Lui, after the Set-off Arrangement there will be no proceeds from the Rights Issue.

Having considered that the Rights Issue provides an opportunity for all Qualifying Shareholders to subscribe for their entitlements and that the relevant net proceeds are expected to improve the Group's financial position, and further offering the Group that, even if the level of public subscription is low, the outstanding balance of the Shareholder's Loans will still be partially reduced, the Board is of the view that the Rights Issue is in the interests of the Company and the Shareholders as a whole.

As disclosed in the annual report for the year ended 31 December 2024, the Group recorded a net loss of approximately HK\$86 million. As disclosed in the interim report for the six months ended 30 June 2025, the Group recorded a net loss attributable to owners of the Company of approximately HK\$8.7 million. The Group recorded total deficit of approximately HK\$54 million as at 31 December 2024 and total deficit of approximately 62 million as at 30 June 2025. As at 31 December 2024 and 30 June 2025, the Group had cash and cash balances of approximately HK\$308,000 and HK\$628,000 respectively. As such, taking into account (i) the current financial position of the Group; and (ii) the intended use of proceeds for the future development of the Group set out above, the Directors considered that the Group has an urgent funding need in raising additional cash and strengthen the financial position as well as liquidity of the Group through the Rights Issue. For other factors considered by the Directors in other fund raising alternatives, please refer to the "Reasons for the Rights Issue and the Set-off Arrangement" below.

REASONS FOR THE RIGHTS ISSUE AND THE SET-OFF ARRANGEMENT

The Group is principally engaged in the stone sales and supply and installation of marble products in Hong Kong, Macau and the PRC.

The Directors have considered other financing alternatives including (i) additional debt financing; and (ii) equity fund raising such as sole placement of the Shares and open offer. The Directors are of the view that while additional debt financing will further increase the Group's gearing ratio and worsen the net deficit position of the Group, it will also increase the ongoing interest expenses of the Group which may in turn affect the profitability of the Company.

As for equity fund raising, such as sole placement of Shares, it is a common market practice to conduct such activity on a best-effort basis and accordingly the amount to be raised would be uncertain and subject to the then market conditions. In addition, for placement of new Shares, it would lead to immediate dilution in the shareholding interest of existing

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Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company. In addition, to raise fund from placing, substantial amount of securities must be issued and usually the subscriber(s) may ask for a relatively deeper discount to the trading price of the Shares in view of the substantial amount of securities involved.

As for open offer, similar to a rights issue, it also offers qualifying shareholders to participate in, but it does not allow the trading of rights entitlements in the open market.

Accordingly, the Directors are of the view that the Rights Issue provides better financial flexibility for the Company as it will strengthen the capital base of the Company, thus enhancing its financial position without any ongoing burden of interest expenses, and also offer all Qualifying Shareholders the opportunity to maintain their pro rata shareholding interests in the Company and avoid shareholding dilution for those Shareholders who take up their entitlements under the Rights Issue in full.

In considering methods of settlement of the amount owed to Mr. Lui by the Company, the Company also considered loan capitalisation by issuing Shares to Mr. Lui as a form of repayment to Mr. Lui. However, such loan capitalisation would cause an immediate dilution in the shareholding interest of existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company. Furthermore, a loan capitalisation would not raise any proceeds for the Group for its business and working capital use while the Rights Issue would enable the Company to raise additional capital. Besides, the Set-off Arrangement would reduce the interest obligation and burden caused on the financial performance and daily cash outflow of the Group in the long run.

Taking into account the costs and benefits of each of the alternatives as compared with the Rights Issue, the Directors consider raising funds by way of the Rights Issue is more attractive and feasible in the current market condition, and thus, in the interests of the Company and the Shareholders as a whole.

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FUND RAISING EXERCISE IN THE PAST 12 MONTHS

The Company has conducted the following equity fund raising activities during the 12 months immediately preceding the date of the Announcement.

Date	Event	Net proceeds raised (approximately)	Proposed use of proceeds	Actual use of proceeds as at the Latest Practicable Date
19 September 2025	Issue of new Shares under general mandate	HK\$11.78 million such fund has been deposited in the Company's bank accounts by the Company	— approximately HK\$5.89 million for the repayment of bank loans	— approximately HK\$2.67 million for the repayment of bank loans
			— approximately HK\$2.94 million for the settlement of other debts and payables	— approximately HK\$1.56 million for the settlement of other debts and payables
			— approximately HK\$2.94 million for general working capital of the Group	— approximately HK\$0.4 million for general working capital of the Group

Save for the above, the Company has not conducted any other equity fund-raising activities during the 12 months immediately preceding the Latest Practicable Date.

LISTING RULES IMPLICATIONS

Rights Issue and the Set-off Arrangement

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own and when aggregated with a specific mandate to issue new Shares within 12-month period immediately preceding the date of the Announcement. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

Given that the Rights Issue will increase the issued share capital of the Company by more than 50%, under Rules 7.19A and 7.27A of the Listing Rules, the Rights Issue is subject to the approval of the Independent Shareholders by way of poll at the EGM at which any controlling shareholders and their respective associates or, where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates shall abstain from voting in favour of the Rights Issue. As such, the controlling shareholder of the Company, namely Mr. Lui who is interested in approximately 47.62% of the shareholding of the Company as at the Latest Practicable Date, and his associates has abstained from voting in favour of the resolution(s) to approve the Rights Issue at the EGM. Save for Mr. Lui (who has abstained from voting at the EGM), no other Shareholder was required or indicated his/her/its intention to abstain from voting on the Rights Issue and the Set-off Arrangement at the EGM.

LETTER FROM THE BOARD

As Mr. Lui is a controlling Shareholder holding 137,886,046 Shares, representing approximately 47.62% of the issued share capital of the Company as at the Latest Practicable Date, the Set-off Arrangement would constitute connected transactions of the Company under Chapter 14A of the Listing Rules and are therefore subject to the reporting and announcement requirements and the approval of the Independent Shareholders at the EGM under the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for Mr. Lui and his associates, no other Shareholder is required or indicated his intention to abstain from voting on the Rights Issue and the Set-off Arrangement at the EGM.

With reference to the Company's poll results announcement dated 8 April 2026, approval for the Rights Issue and the Set-off Arrangement were granted by the Independent Shareholders at the EGM.

ADDITIONAL INFORMATION

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

By order of the Board
Anchorstone Holdings Limited
Lui Yue Yun Gary
Chairman and Executive Director

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the three years ended 31 December 2023, 2024 and 2025 are disclosed in the annual reports of the Company for the years ended 31 December 2023, 2024 and in the annual results announcement the Company for the year ended 31 December 2025. The said annual reports and annual results announcement of the Company are published on both the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.anchorstone.com.hk>):

Annual report of the Company for the year ended 2023

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0429/2024042901731.pdf>

Annual report of the Company for the year ended 2024

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0930/2024093000866.pdf>

Annual results announcement for the Company for the year ended 2025

<https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0331/2026033104259.pdf>

2. INDEBTEDNESS OF THE GROUP

At the close of business on 28 February 2026 (being the latest practicable date for ascertaining information regarding this indebtedness statement), the Group had an aggregate outstanding indebtedness and guarantees amounting to approximately HK\$43.0 million, which consists of:

Bank borrowings and guarantees

As at 28 February 2026, the Group had secured bank borrowings of approximately HK\$31.4 million (including principal and accrued interest), which are all secured by trade and retention receivables, contract assets and cross guaranteed by the Group's subsidiaries and Mr. Lui.

Lease Liabilities

The Group measures the lease liabilities at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rates. At the close of business on 28 February 2026, the Group had total lease liabilities of approximately HK\$0.4 million.

Provision of litigation claim and legal expenses

As at 28 February 2026, the Group has recognised the provision of approximately HK\$11.2 million for the litigation claim between Hang Chin Marble Engineering Limited and Pacific Marble and Grante Limited and related legal expenses, which relates to a case that has been concluded details of which set out under "7. Litigation" in Appendix III to this Prospectus. Pursuant to the court's judgment, Pacific Marble and Grante Limited is obligated to settle the provision amount with the plaintiff.

Contingent Liabilities

As at 28 February 2026, there were several legal cases concerning claims for employee compensation against certain subsidiaries of the Company. The amount being claim for in these cases still being determined, and the amount of the possible obligation cannot be ascertained with reliability.

Disclaimer

Save for the aforesaid and apart from intra-group liabilities, at the close of business on 28 February 2026, the Group did not have any debt securities issued and outstanding, or any other borrowings or indebtedness including bank overdrafts and liabilities under acceptances (other than normal trade payables) or acceptance credits or hire purchases commitments, or any other borrowings subject to mortgages or charges, or any other material contingent liabilities or guarantees.

3. WORKING CAPITAL STATEMENT

As at 28 February 2026, the aggregate outstanding indebtedness of the Group amounting to approximately HK\$43.0 million, of which approximately HK\$43.0 million will be due for repayment within one year. The Group had bank deposit balances of approximately HK\$7.0 million. In the preparation of the Group's statement regarding sufficiency of working capital, the Directors have given careful consideration to the future liquidity and performance of the Group as well as the cash flow forecast and its available sources of financing in assessing whether the Group will have sufficient financial sources to continue as a going concern for at least the twelve months from the date of this Prospectus.

Major assumptions, certain plans and measures taken into account by the Directors in preparing the statement regarding sufficiency of working capital include:

- (i) the Rights Issue will be completed in May 2026;
- (ii) interest rates remain stable or marginally decrease over the next 12 months period; and
- (iii) assumed that the principle bank of the Group will not demand immediate repayment of the outstanding borrowing balance pending the outcome of the Group's proposed rights issue.

For (iii) as per above, the Group has maintained regular and proactive communication with the credit control department of its principal bank. The bank has acknowledged that the Group is undertaking the Rights Issue and has been informed that a significant portion of the net proceeds is intended to be applied towards the repayment of the Group's outstanding bank borrowings.

Notwithstanding the above, the Directors acknowledge that the assumption regarding the continued support of the principal bank is subject to the bank's discretion. There remains a risk that the bank may request earlier repayment of the outstanding borrowings prior to the completion of the Rights Issue.

If such a request were made, the Group's working capital position, liquidity management and ability to meet its short-term obligations could be adversely affected. The Directors consider this to be a material risk, and investors should exercise caution when assessing the Group's liquidity position.

Should the underlying assumptions are not substantiated, or should the Group fail to achieve the above-mentioned plans and measure, the Group may not have sufficient working capital for its requirements within the next 12 months from the date of this Prospectus.

Taking into account the financial resources available to the Group, including the internally generated funds, and based on the aforesaid assumptions and the reasonable expectation of obtaining necessary waivers and/or amendments in the unlikely event of any potential covenants breach, the Directors, after due and careful consideration, are of the opinion that the Group has sufficient working capital for its present requirements for at least the next 12 months from the date of publication of this Prospectus.

4. MATERIAL ADVERSE CHANGE

As set out in the Company's announcement dated 27 March 2026, PMG (an indirectly wholly-owned subsidiary of the Company) was wound up by a court order on 18 March 2026 and as there was no new construction project engaged by PMG since 2023, the winding-up of PMG is not expected to have material adverse effect to the Group's financial position and its operation as a whole.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Company since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up.

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

The Group is principally engaged in the stone sales and supply and installation of marble products in Hong Kong, Macau and the PRC.

Due to the overdue bank borrowings records since 2020, it is difficult for the Group to obtain new bank facilities to support the further construction projects. As a result, the Group has to rely on its internal resources, the financial supports from the Company's Executive Directors and other sources of funds to support its operations.

The Board remains cautiously optimistic about the Group's outlook as it continues to strengthen its financial foundation and position for future growth. A key focus going forward will be to improve the Group's gearing ratio. The proceeds from the Rights Issue are intended to be used to, among others, settle outstanding liabilities, which is expected to enhance the Group's capital structure, reduce finance costs, and provide greater flexibility for future investment opportunities.

With a stronger balance sheet, the Group plans to actively explore additional large-scale residential development projects once financial conditions improve and relevant performance bond requirements are met. The management believes that improved financial credibility and bonding capacity will strengthen the Group's chances of securing new contracts. At the same time, the Group recognises that competition for major projects remains intense, and that the timing and profitability of its projects may be affected by construction cost trends and market demand.

The Group also intends to use part of the Rights Issue proceeds to settle overdue payables to key suppliers. This is expected to allow the Group to regain the "preferred customer" status and benefit from more favourable raw material pricing. The Board believes this, together with improved procurement stability, will help lower input costs and support gross margin recovery. However, the Group remains mindful of potential risks from volatile raw material prices, supply chain constraints, or delays in supplier credit reinstatement.

While management is optimistic about the operating environment in the medium term, external factors such as changes in interest rates, government policies, or macroeconomic uncertainties in global and local economy could still affect project profitability and cash flow. The Group will continue to manage its financial leverage prudently, maintain close communication with suppliers and lenders, and seek opportunities that align with its long-term value creation objectives.

Despite the uncertainty in the global and local economy, the management will continue to get the operations back on track as effectively and efficiently by closely working with its consumers, suppliers and subcontractors. The Group actively seeks for new business opportunities in Hong Kong and other countries/regions.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS ATTRIBUTABLE TO OWNERS OF THE COMPANY

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Anchorstone Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) as at 31 December 2025 (the “**Unaudited Pro Forma Financial Information**”) which has been prepared by the directors of the Company (the “**Directors**”) in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to illustrate the effects of the Rights Issue (as defined in the prospectus) on the consolidated net tangible assets of the Group attributable to owners of the Company as if the Rights Issue had taken place at 31 December 2025.

The Unaudited Pro Forma Financial Information is prepared based on the audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025, as extracted from the Group’s audited financial statements for the year ended 31 December 2025, after incorporating the unaudited pro forma adjustments described in the accompanying notes.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only, based on the judgments and assumptions of the Directors, 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 31 December 2025 or at any future date.

	Audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2025 <i>(Note 1)</i> <i>HK\$'000</i>	Estimated net proceeds from the Rights Issue <i>(Note 2)</i> <i>HK\$'000</i>	Audited consolidated net tangible liabilities of the Group attributable to the owners of the Company immediately after the completion of the Rights Issue <i>HK\$'000</i>
Based on 1,158,221,124 Rights Shares to be issued at the Subscription Price of HK\$0.105 per Rights Share	<u>(113,688)</u>	<u>62,600</u>	<u>(51,088)</u>
Unaudited consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2025 per Share before the completion of the Rights Issue <i>(Note 3)</i>			<u>(0.39)</u>
Unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to the owners of the Company per Share immediately after the completion of the Rights Issue <i>(Note 4)</i>			<u>(0.04)</u>

APPENDIX II	UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP
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Notes:

1. The unaudited consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2025 are based on the audited consolidated net liabilities attributable to the owners of the Company in the audited consolidated statement of financial position of the Group as at 31 December 2025 as set out in the published announcement of annual results of the Company for the year ended 31 December 2025 as extracted from the audited consolidated statement of financial position of the Group as at 31 December 2025 as extracted from the published announcement of annual results of the Company for the year ended 31 December 2025.
2. The estimated net proceeds from the Rights Issue of approximately HK\$62,600,000 are calculated based on the maximum number of 1,158,221,124 Rights Shares (in the proportion of four (4) Rights Shares for every one (1) existing Shares held on the Record Date which is 289,555,281 Shares) to be issued at the Subscription Price of HK\$0.105 per Rights Share assuming full acceptance of the Rights Shares by all of the Qualifying Shareholders after the Set-off Arrangement and deducting all directly attributable transaction costs which is estimated to be approximately HK\$1,856,000.
3. The audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2025 per Share before the completion of the Rights Issue is calculated based on the audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2025 before the completion of the Rights Issue of approximately HK\$(113,688,000) divided by 289,555,281 existing Shares in issue as at 31 December 2025.
4. The unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company per Share immediately after the completion of the Rights Issue (assuming full acceptance of the Rights Shares by all of the Qualifying Shareholders) is arrived at based on the unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to equity owners of the Company immediately after completion of the Rights Issue of approximately HK\$(51,088,000) divided by 1,447,776,405 pro forma Shares which comprise (i) 289,555,281 existing Shares in issue as at 31 December 2025, and (ii) 1,158,221,124 Rights Shares to be issued assuming that the Rights Issue has been completed on 31 December 2025.
5. Except as disclosed above, no adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2025.

B. ACCOUNTANT’S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The following is the text of a report, prepared for the sole purpose of inclusion in this Prospectus, from the independent reporting accountant, Guangshen (Hong Kong) CPA Limited, Registered Public Interest Entity Auditors.

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

The Directors

15/F, Units 1501–02
Wui Tat Building
3 On Yiu Street
Sha Tin, New Territories
Hong Kong

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Anchorstone Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2025 and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out on pages II-1 to II-3 of Appendix II to the Company’s prospectus dated 21 April 2026 (the “**Prospectus**”) in connection with the proposed rights issue on the basis of four (4) rights shares for every one (1) existing share held by the qualifying shareholders on the record date at the subscription price of HK\$0.105 per rights share (the “**Rights Issue**”). The applicable criteria on the basis of which the directors of the Company have compiled the Unaudited Pro Forma Financial Information are described on pages II-1 to II-3 of Appendix II of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors of the Company to illustrate the impact of the Rights Issue on the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2025 as if the Rights Issue had taken place on 31 December 2025. As part of this process, information about the audited consolidated net tangible assets of the Group attributable to the owners of the Company has been extracted by the directors of the Company from the Group’s audited condensed consolidated financial statements for the year ended 31 December 2025, on which an announcement of annual results has been published.

Directors’ Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Company are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with

reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“AG7”), issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Our Independence and Quality Management

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

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

Reporting Accountants’ Responsibilities

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

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

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

The purpose of Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of the Rights Issue on unadjusted financial information of the Group as if the Rights Issue 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 31 December 2025 would have been as presented.

APPENDIX II	UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP
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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 unaudited pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

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

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

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

Opinion

In our opinion:

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

Yours faithfully,

Guangshen (Hong Kong) CPA Limited

Certified Public Accountants

Hong Kong 21 April 2026

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; (ii) immediately upon the completion of Increase in Authorised Share Capital but before the completion of the Rights Issue; and (iii) immediately after completion of the Rights Issue (assuming full subscription under the Rights Issue and no change in the number of Shares in issue on or before the Record Date) are as follows:

(i) As at the Latest Practicable Date

	<i>HK\$</i>
<i>Authorised:</i>	
<u>500,000,000</u> Ordinary Shares of HK\$0.10 each	<u>50,000,000</u>
	<i>HK\$</i>
<i>Issued and fully paid:</i>	
<u>289,555,281</u> Ordinary Shares of HK\$0.10 each	<u>28,955,528.1</u>

(ii) Immediately upon completion of the Increase in Authorised Share Capital but before the completion of the Rights Issue

	<i>HK\$</i>
<i>Authorised:</i>	
<u>4,000,000,000</u> Ordinary Shares of HK\$0.10 each	<u>400,000,000</u>
	<i>HK\$</i>
<i>Issued and fully paid:</i>	
<u>289,555,281</u> Ordinary Shares of HK\$0.10 each	<u>28,955,528.1</u>

(iii) Immediately after completion of the Rights Issue (assuming full subscription under the Rights Issue and no change in the number of Shares)

		<i>HK\$</i>
<i>Authorised:</i>		
<u>4,000,000,000</u>	Ordinary Shares of HK\$0.10 each	<u>400,000,000</u>

		<i>HK\$</i>
<i>Issued and fully paid:</i>		
<u>1,447,776,405</u>	Ordinary Shares of HK\$0.10 each	<u>144,777,640.5</u>

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 fully-paid Rights Shares.

As at the Latest Practicable Date, the number of issued Shares was 289,555,281 of par value of HK\$0.10 each with no treasury shares and the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

The Rights Shares to be issued will be listed on the Stock Exchange. 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 the Rights 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. DISCLOSURE OF INTERESTS

Directors' Interests

As at the Latest Practicable Date, the interests and short positions of the Directors and 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) which (i) 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 and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO; or (iii) 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 as set out in the Appendix C3 to the Listing Rules (the “**Model Code**”) were as follows:

Name of Director	Capacity/nature of interest	Total number of Shares held <i>(Note 1)</i>	Percentage of interest in the Company's issued capital
Mr. Lui	Interest in controlled corporation <i>(Note 2)</i>	121,153,929 (L)	41.84%
		7,251,500 (S)	2.50%
	Beneficial owner	16,676,117 (L) 56,000 (S)	5.76% 0.02%

Notes:

1. “L” denotes long position and “S” denotes short position.
2. Mr. Lui directly holds the entire issued share capital in PMG Investments Limited (“**PMG Investments**”) and Pacific Marble & Granite Holdings Limited (“**PMG Holdings**”). Therefore, Mr. Lui is taken to be interested in the number of Shares held by PMG Investments and PMG Holdings pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, or chief executives of the Company has any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

Substantial Shareholders' Interests

Name of Shareholder	Capacity/nature of interest	Total number of Shares held (Note 1)	Percentage of interest in the Company's issued capital
PMG Investments	Beneficial owner (Note 2)	67,381,000 (L) 7,251,500 (S)	23.27% 2.50%
Pacific Marble & Granite Holdings (BVI) Ltd.	Interest in controlled corporation (Note 2)	53,823,529 (L)	18.59%
PMG Holdings	Beneficial owner (Note 2)	53,823,529 (L)	18.59%

Notes:

1. "L" denotes long position and "S" denotes short position.
2. PMG Holdings is wholly-owned by Pacific Marble & Granite Holdings (BVI) Ltd. and accordingly, Pacific Marble & Granite Holdings (BVI) Ltd. is deemed to be interested in all the underlying Shares held by PMG Holdings. Mr. Lui is the ultimate beneficial owner for each of PMG Investments, Pacific Marble & Granite Holdings (BVI) Ltd. and PMG Holdings.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any persons (other than the Directors and chief executives of the Company) who had any interests or short positions in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept by the Company under Section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, there was no existing or proposed service contract between any of the Directors and any member of the Group other than service contracts that are expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

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

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

6. COMPETING BUSINESS

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

7. LITIGATIONS

As at the Latest Practicable Date, the legal cases of the Group were as follows:

- (i) the Group had accrued unpaid salaries of approximately HK\$4,900,000 as at 31 December 2025, due to temporary cash flow constraints; and
- (ii) a winding-up petition dated 4 December 2025 was presented by Hang Chin Marble Engineering Limited against Pacific Marble and Granite Limited (“PMG”), an indirectly wholly owned subsidiary of the Company, on the ground that PMG is insolvent and unable to pay its debt. As set out in the Company’s announcement dated 27 March 2026, on 18 March 2026, PMG was wound up by a court order at the hearing of this petition and as there was no new construction project engaged by PMG since 2023, the winding-up of PMG is not expected to have material adverse effect to the Group’s financial position and its operation as a whole.

Save for the above, neither the Company nor any other member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against the Company or any other member of the Group as at the Latest Practicable Date.

8. MATERIAL CONTRACTS

The following material contracts (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Group) were entered into by the members of the Group during the two years preceding the Latest Practicable Date:

- (i) the placing agreement dated 19 September 2025 (and the relevant supplemental placing agreements dated 9 October 2025, 28 October 2025 and 17 November 2025) entered between the Company and Kingston Securities Limited, as the placing agent, to place its shares on a best effort basis to not less than six independent placees;

- (ii) the Undertaking and the Deed of Set-off; and
- (iii) the Placing Agreement.

9. EXPERTS AND CONSENTS

The following are the qualifications of the experts who have given their opinions, letters or advices which are contained in this Prospectus:

Name	Qualification
Guangshen (Hong Kong) CPA Limited	Certified Public Accountants

As at the Latest Practicable Date, the expert named above (i) has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion therein of its letter and references to its name and/or its advice in the form and context in which they respectively appear; (ii) was not beneficially interested in any share of any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (iii) did not have any direct or indirect interest in any assets which have been acquired, or disposed of by, or leased to any member of the Group, or are proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 December 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

10. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Board of Directors	<p><i>Executive Directors</i></p> <p>Mr. Lui Yue Yun Gary Ms. Lui Natalie Po Wai</p> <p><i>Independent non-executive Directors</i></p> <p>Mr. Ko Tsz Kin Mr. Wong Yue Fai Proj. Jiang Zhihong</p>
Registered Office	<p>Cricket Square Hutchins Drive PO Box 2681, Grand Cayman KY1-1111 Cayman Islands</p>
Principal place of business in Hong Kong	<p>Unit 1501-02 15/F., Delta House No. 3 On Yiu Street, Shatin New Territories, Hong Kong</p>

Authorised representatives	Mr. Lui Yue Yun Gary 15/F., Delta House No. 3 On Yiu Street, Shatin New Territories, Hong Kong Ms. Lui Natalie Po Wai 15/F., Delta House No. 3 On Yiu Street, Shatin New Territories, Hong Kong
Company Secretary	Ms. Don Mun Min
Legal Adviser	Conyers Dill & Pearman 29th Floor, One Exchange Square 8 Connaught Place, Central Hong Kong
Financial Adviser	Veda Capital Limited Room 27, Units 405–414, Level 4 Core E, Cyberport 3, 100 Cyberport Road Hong Kong
Independent Financial Adviser	SBI China Capital Hong Kong Securities Limited 4/F., Henley Building No. 5, Queen’s Road Central Hong Kong
Reporting accountants	Guangshen (Hong Kong) CPA Limited Unit 602, Tower A, Hunghom Commercial Center 39 Ma Tau Wai Road Kowloon, Hong Kong
Placing Agent	Vast Harbour Securities Limited 28/F., Bank of East Asia Harbour View Centre 56 Gloucester Road, Wanchai Hong Kong
Share Registrar	Tricor Investor Services Limited 17/F., Far East Finance Centre 16 Harcourt Road Hong Kong
Principal share registrar and transfer office in the Cayman Islands	Conyers Trust Company (Cayman) Limited Cricket Square, Hutchins Drive, PO Box 2681 Grand Cayman KY1-1111, Cayman Islands

Principal bankers	Hang Seng Bank 83 Des Voeux Road Central, Hong Kong
	Chong Hing Bank 24 Des Voeux Road Central, Hong Kong
	Nanyang Commercial Bank 151 Des Voeux Road Central, Hong Kong
Stock Code	01592
Company website	http://www.anchorstone.com.hk

11. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

The business address of the Directors is the same as the Company's principal place of business in Hong Kong.

Executive Directors

Mr. Lui Yue Yun Gary ("Mr. Lui")

Mr. Lui, aged 70, an executive Director since February 2016. He is the Chairman and the Chief Executive Officer of the Group. He is also one of the co-founder of the Group and is the actual controlling shareholder of the Company.

Mr. Lui obtained a Bachelor's degree in Civil Engineering from University of Toronto, Canada. He has around 40 years of experience in marble and granite outfitting works and has been involved in numerous projects throughout the years. Mr. Lui had experience in leading certain stone supply and installation projects in Hong Kong, Macau and the Mainland China. Mr. Lui has established a strong rapport with different main contractors and architects for various types of projects and brings in extensive knowledge of marble and granite selection and project management to the Group.

Ms. Lui Natalie Po Wai ("Ms. Lui")

Ms. Lui, aged 26, an executive Director since 2 May 2024 and the daughter of Mr. Lui.

Ms. Lui obtained a bachelor's degree from The University of British Columbia in Canada. Ms. Lui is currently the marketing manager at Pacific Marble & Granite Limited, an indirectly wholly-owned subsidiary of the Company, and is responsible for its business promotion and development. Ms. Lui also works at a research company and is responsible for the recruitment and preparation of industry experts for investment firms and management consultancies.

Independent non-executive Directors***Mr. Ko Tsz Kin (“Mr. Ko”)***

Mr. Ko, aged 56, an independent non-executive Director since June 2018.

Mr. Ko is also the chairman of the Audit Committee and a member of each of the Nomination Committee and Remuneration Committee. Mr. Ko obtained a Bachelor’s degree in administrative studies from York University in Canada. He is a practicing member of Hong Kong Institute of Certified Public Accountants and has over 29 years of experience in auditing and accounting.

Mr. Wong Yue Fai (“Mr. Wong”)

Mr. Wong, aged 39, an independent non-executive Director since 2023.

Mr. Wong obtained a bachelor’s degree from Ryerson University (now known as Toronto Metropolitan University) in Canada. He possesses business experience of around 15 years and is currently a businessman who engages in trading business.

Prof. Jiang Zhihong (“Prof. Jiang”)

Prof. Jiang Zhihong, aged 57, an independent non-executive Director since 10 December 2025.

Prof. Jiang is currently the Vice President and Chair Professor of Macau University of Science and Technology, as well as the director of the State Key Laboratory of Mechanism and Quality of Chinese Medicine. He obtained his PhD in Pharmaceutical Sciences from Nagasaki University in Japan and conducted postdoctoral research at the Department of Biological Chemistry and Molecular Pharmacology at Harvard Medical School in the United States.

Company secretary***Ms. Don Mun Min (“Ms. Don”)***

Ms. Don has been the Company Secretary of the Company since 28 February 2025. She is an associate member of the Hong Kong Chartered Governance Institute and a member of CPA Australia.

12. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Company comprises all the independent non-executive Directors, namely Mr. Ko Tsz Kin, Mr. Wong Yue Fai and Prof. Jiang Zhihong. The primary duties of the audit committee of the Company include the review of the Group’s financial reporting process and the internal control systems as well as risk management of the Group.

13. EXPENSES

The expenses in connection with the Rights Issue, including financial advisory fees, placing commission, printing, registration, translation, legal and accountancy charges are estimated to be approximately HK\$1.06 million to approximately HK\$1.86 million (assuming all the Rights Shares are subscribed and/or the Unsubscribed Rights Shares are placed), which are payable by the Company.

14. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

Copies of the Prospectus Documents and the written consent referred to in the paragraph headed “9. Expert and Consent” in this appendix, have been delivered to the Registrar of Companies in Hong Kong for registration as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

15. LEGAL EFFECT

The Prospectus Documents and all acceptances of any offer or application contained in such documents, are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions, other than the penal provisions, of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, so far as applicable.

16. DOCUMENTS ON DISPLAY

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

- (i) the letter issued by the reporting accountants regarding the unaudited pro forma financial information of the Group, which sets out in Appendix II of this Prospectus;
- (ii) the material contract(s) referred to in the paragraph headed “8. Material contracts” in this appendix;
- (iii) the written consents from the experts as referred to in the paragraph headed “9. Experts and consents” in this appendix; and
- (iv) this Prospectus.

17. MISCELLANEOUS

- (i) as at the Latest Practicable Date, to 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.
- (ii) as at the Latest Practicable Date, the Group had no exposure to foreign exchange liabilities.
- (iii) the English text of this Prospectus and the accompanying form of proxy shall prevail over the Chinese text in the event of inconsistency.