
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Guoen Holdings Limited, you should at once hand this Prospectus, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed “15. Documents Registered by the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus, have been registered by the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents or any other document(s) referred to above.

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC and you should consult a stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. 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.

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

Guoen Holdings Limited

國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8121)

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

Financial Adviser



瓏盛資本有限公司
Draco Capital Limited

Underwriter

RaffAello

Securities (HK) Ltd

Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed “Definitions” in this Prospectus.

Dealings in the Shares have been on an ex-rights basis from Tuesday, 20 August 2024. Dealings in the Rights Shares in nil-paid form are expected to take place from Monday, 2 September 2024 to Monday, 9 September 2024 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed. Any person contemplating dealing in the nil-paid Rights Shares during the period from Monday, 2 September 2024 to Monday, 9 September 2024 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the obligations of the Underwriter thereunder on the occurrence of certain events including force majeure. These certain events are set out in the section headed “Termination of the Underwriting Agreement” of this Prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

The latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Thursday, 12 September 2024. The procedures for acceptance and payment for the Rights Shares are set out in the paragraph headed “Procedures for acceptance and payment or transfer” of this Prospectus.

29 August 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“acting in concert”	has the same meaning ascribed to it under the Takeovers Code
“AdBeyond BVI”	AdBeyond Holdings Limited (超凡控股有限公司), a company incorporated under the laws of the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company
“AdBeyond GZ”	廣州超帆信息科技有限公司 (AdBeyond (Group) Limited (Guangzhou)*), a company with limited liability incorporated in the PRC and an indirect wholly-owned subsidiary of the Company
“AdBeyond HK”	AdBeyond (Group) Limited (超凡(集團)有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Announcement”	the announcement of the Company dated 21 February 2024 in relation to, among other things, the Capital Reorganisation and the Rights Issue
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	means a day (other than a Saturday and a day on which “extreme conditions” is announced by the Government of Hong Kong or a tropical cyclone warning no. 8 or above is hoisted in Hong Kong at any time 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 signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours

DEFINITIONS

“Capital Reduction”	the reduction of the issued share capital of the Company whereby (a) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation has been cancelled; and (b) the par value of each issued Consolidated Share has been reduced from HK\$2.00 to HK\$0.01 by cancelling the paid-up share capital to the extent of HK\$1.99 per issued Consolidated Share which became effective on 9 July 2024
“Capital Reorganisation”	collectively, the Share Consolidation, the Capital Reduction and the Sub-division
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Investor Participant”	means a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“China” or “Mainland China” or “PRC”	the People’s Republic of China, which for the purpose of this Prospectus only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Circular”	the circular of the Company dated 2 April 2024 in relation to, among other things, the Capital Reorganisation and the Rights Issue
“COMO BVI”	COMO Group Holdings Limited, a company incorporated under the laws of the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company
“Company”	Guoen Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (stock code: 8121)
“connected person(s) ”	has the same meaning ascribed to it under the GEM Listing Rules
“Consolidated Share(s)”	the then ordinary share(s) with par value of HK\$2.00 each in the share capital of the Company immediately upon the Share Consolidation having become effective but prior to the Capital Reduction and the Sub-division becoming effective

DEFINITIONS

“controlling shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EAF(s)”	the form(s) of application for excess Rights Shares to be issued in connection with the Rights Issue
“EGM”	the extraordinary general meeting of the Company convened and held on 24 April 2024 at which among other things, the Capital Reorganisation and the Rights Issue were approved by the Independent Shareholders
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the same meaning ascribed to it under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Glo Media HK”	Glo Media Limited (formerly known as COMO Group Limited), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Glo Media NJ”	南京高訊文化傳媒有限公司 (Nanjing Glo Media Limited*) (formerly known as 南京看團信息科技有限公司 (Nanjing Travel Information Technology Limited*)), a company with limited liability incorporated in the PRC and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholder(s)”	any Shareholder(s) who were not required to abstain from voting at the EGM under the GEM Listing Rules
“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 (or any of their respective associate)
“Last Trading Day”	21 February 2024, being the last trading day of the Old Shares on the Stock Exchange immediately prior to the publication of the Announcement
“Latest Practicable Date”	26 August 2024, being the latest practicable date prior to the printing of this Prospectus for ascertaining certain information herein
“Latest Time for Acceptance”	4:00 p.m. on Thursday, 12 September 2024 or such later time or date as may be determined by the Company, being the latest time for acceptance of, and payment for, the Rights Shares as described in the Prospectus Documents
“Latest Time for Termination”	4:00 p.m. on Friday, 13 September 2024 or such later time or date for the termination of the Underwriting Agreement
“Mr. Liu”	Mr. Liu Liping, an executive Director of the Company
“Mr. Ng”	Mr. Ng Chi Fung, an executive Director of the Company
“Mr. Yin”	Mr. Yin Di, the chairman and chief executive officer of the Company and an executive Director of the Company
“Mr. Yip”	Mr. Yip Shek Lun, an executive Director of the Company
“Ms. Liza Wang”	Ms. Wang Lai Man, Liza, a person acting in concert with Mr. Yip, Ms. Wan and Mr. Ng

DEFINITIONS

“Ms. Wan”	Ms. Wan Wai Ting, an executive Director of the Company
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) whom the Board considers necessary or expedient to exclude from the Rights Issue on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Old Share(s)”	the then ordinary share(s) with par value of HK\$0.10 each in the share capital of the Company prior to the Share Consolidation becoming effective
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose registered address(es) as shown on such register at that time is (are) in (a) place(s) outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) proposed to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Prospectus”	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	collectively, the Prospectus, PAL and EAF
“Prospectus Posting Date”	Thursday, 29 August 2024 or such other date as may be agreed by the Company, being the expected date the Prospectus Documents will be made available and/or sent (as the case may be) to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders
“Qualifying Shareholder(s)”	Shareholder(s), other than the Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date
“Record Date”	Wednesday, 28 August 2024 or such other date as may be determined by the Company, being the date by reference to which the Shareholders’ entitlements to the Rights Issue are to be determined
“Registrar”	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company

DEFINITIONS

“Rights Issue”	the proposed issue of the Rights Shares on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date at the Subscription Price pursuant to the Prospectus Documents
“Rights Share(s)”	up to 16,672,000 Shares proposed to be allotted and issued by the Company to the Qualifying Shareholders or subscription pursuant to the Rights Issue
“Settlement Date”	the date being the third Business Day following but excluding the Latest Time for Acceptance or such later date as the parties may agree in writing
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company
“Share Consolidation”	the consolidation of the issued and unissued Old Shares in the share capital of the Company on the basis of twenty (20) Old Shares with par value of HK\$0.10 each into one (1) Consolidated Share with par value of HK\$2.00 each, which became effective on 26 April 2024
“Shareholder(s)”	holder(s) of issued Share(s)
“Specified Event”	an event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained under the Underwriting Agreement untrue or inaccurate in a material respect
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-division”	the sub-division of each authorised but unissued Consolidated Share with par value of HK\$2.00 each into 200 authorised but unissued Shares with par value of HK\$0.01 each which became effective on 9 July 2024
“Subscription Price”	HK\$1.04 per Rights Share

DEFINITIONS

“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Underwriter”	RaffAello Securities (HK) Limited, a corporation licensed to carry on Type 1 (dealing in securities) regulated activity under the SFO, and its ordinary course of business includes underwriting of securities
“Underwriting Agreement”	the Underwriting Agreement dated 21 February 2024 and entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue
“Underwritten Shares”	the Rights Shares that are conditionally underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement
“Unsubscribed Rights Shares”	the Rights Shares that are not subscribed by the Qualifying Shareholders or renounee(s) or transferee(s) of the nil-paid Rights under PAL(s)
“%”	per cent.

* *For identification purpose only*

EXPECTED TIMETABLE

The expected timetable for the Rights Issue is set out below. The expected timetable has been prepared on the assumption that all the conditions to the Rights Issue will be fulfilled, and is therefore for indicative purpose only.

All times and dates in this Prospectus refer to Hong Kong local times and dates unless otherwise specified. In the event that any special circumstances arise, such dates and deadlines may be adjusted, extended or varied by the Board if it considers appropriate. Any changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the website of the Stock Exchange and on the website of the Company as and when appropriate in accordance with the GEM Listing Rules.

Event	Time and Date
First day of dealings in nil-paid Rights Shares in the board lot size of 10,000 Rights Shares	Monday, 2 September 2024
Latest time for splitting of the PAL(s)	4:30 p.m. on Wednesday, 4 September 2024
Last day of dealings in nil-paid Rights Shares in the board lot size of 10,000 Rights Shares	Monday, 9 September 2024
Latest time for acceptance of, and payment for, the Rights Shares and application for and payment for the excess Rights Shares	4:00 p.m. on Thursday, 12 September 2024
Latest time for termination of the Underwriting Agreement and for the Rights Issue to become unconditional	4:00 p.m. on Friday, 13 September 2024
Announcement of results of the Rights Issue	Friday, 20 September 2024
Despatch of share certificates for fully-paid Rights Shares	Monday, 23 September 2024
Refund cheques in relation to unsuccessful applications for wholly or partially unsuccessful excess applications or if the Rights Issue is terminated or rescinded, if any, to be despatched	Monday, 23 September 2024
Commencement of dealings in fully-paid Rights Shares in the board lot size of 10,000 Rights Shares	9:00 a.m. on Tuesday, 24 September 2024

EXPECTED TIMETABLE

EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for Rights Shares will not take place at the time indicated above if there is a tropical cyclone warning signal number 8 or above, a “black” rainstorm warning or “extreme conditions” is announced by the Government of Hong Kong:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 12 September 2024. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 12 September 2024. Instead, the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of and payment for the Rights Shares does not take place on Thursday, 12 September 2024, the dates mentioned in this section may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

LETTER FROM THE BOARD

Guoen Holdings Limited

國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8121)

Executive Directors:

Mr. Yin Di *(Chairman and Chief Executive Officer)*

Mr. Yip Shek Lun

Mr. Ng Chi Fung

Mr. Liu Liping

Ms. Wan Wai Ting

Registered Office:

Windward 3

Regatta Office Park, P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal Place of Business in

Hong Kong:

Unit 1201 & 16, 12/F

Two Harbour Square

No. 180 Wai Yip Street

Kwun Tong, Hong Kong

Independent non-executive Directors:

Ms. Fu Hongzhi

Mr. Bian Wencheng

Mr. Hong Ming Sang

29 August 2024

*To the Qualifying Shareholders and, for information only,
the Non-Qualifying Shareholders*

Dear Sirs,

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

INTRODUCTION

Reference is made to the Announcement, the Circular and the poll results announcement of the Company dated 24 April 2024 in relation to, among other matters, the Capital Reorganisation and the Rights Issue, whereby the Board proposes to raise gross proceeds of up to approximately HK\$17.3 million by way of the issue of up to 16,672,000 Rights Shares at the Subscription Price of HK\$1.04 per Rights Share on the basis of two (2) Rights Shares for every one (1) Share held at the close of business on the Record Date.

At the EGM, the resolutions approving the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder were duly passed by the Independent Shareholders by way of poll. The Capital Reorganisation has become effective on 9 July 2024.

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide Shareholders with, among other things, further details of the Rights Issue and the Underwriting Agreement, and certain financial and other general information of the Group.

THE RIGHTS ISSUE

The terms of the Rights Issue are set out below:

Basis of the Rights Issue:	Two (2) Rights Shares for every one (1) Share held by the Shareholders at the close of business on the Record Date
Subscription Price:	HK\$1.04 per Rights Share
Net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue):	approximately HK\$0.91 per Rights Share
Number of Shares in issue as at the Latest Practicable Date:	8,336,000 Shares
Number of Rights Shares to be issued under the Rights Issue:	Up to 16,672,000 Rights Shares The aggregate nominal value of the Rights Shares will be HK\$166,720
Total number of Shares in issue as enlarged by the allotment and issue of the Rights Shares:	Up to 25,008,000 Shares (assuming all Rights Shares are taken up by the Qualifying Shareholders)
Maximum amount to be raised before expenses (assuming the Rights Issue is fully subscribed):	Up to approximately HK\$17.3 million before expenses (assuming all Rights Shares are taken up by the Qualifying Shareholders)
Right of excess applications:	Qualifying Shareholders may apply for the Rights Shares in excess of their provisional allotment

As at the Latest Practicable Date, the Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange into Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

LETTER FROM THE BOARD

Assuming that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the 16,672,000 Rights Shares to be issued pursuant to the terms of the proposed Rights Issue represents (i) approximately 200.0% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 66.7% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Undertakings

As at the Latest Practicable Date, the Company has not received any information or irrevocable undertaking from any Shareholder of their intention as to whether such Shareholder will take up his/her entitlements under the Rights Issue (or otherwise).

Subscription Price

The Subscription Price of HK\$1.04 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the Rights Issue, and, where applicable, when a transferee of the nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 64.2% to the closing price of HK\$2.9000 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 33.3% to the theoretical closing price of HK\$1.5600 per Share based on the closing price of HK\$0.0780 per Old Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Capital Reorganisation;
- (iii) a discount of approximately 35.3% to the theoretical average closing price of approximately HK\$1.6080 per Share based on the average closing price of approximately HK\$0.0804 per Old Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Last Trading Day and adjusted for the effect of the Capital Reorganisation;
- (iv) a discount of approximately 35.8% to the theoretical average closing price of approximately HK\$1.6200 per Share based on the average closing price of approximately HK\$0.0810 per Old Share as quoted on the Stock Exchange for the last 10 consecutive trading days prior to the Last Trading Day and adjusted for the effect of the Capital Reorganisation;
- (v) a discount of approximately 14.3% to the theoretical ex-rights price of approximately HK\$1.2133 per Share based on the closing price of HK\$0.0780 per Old Share as quoted on the Stock Exchange on the Last Trading Day and the number of Shares in issue upon the Capital Reorganisation becoming effective;

LETTER FROM THE BOARD

- (vi) a discount of approximately 66.2% to the latest published audited consolidated net asset value per Share as at 31 March 2024 of approximately HK\$3.0797 based on the annual report of the Company published on 28 June 2024 for the year ended 31 March 2024 and the number of Shares in issue as at the Latest Practicable Date. The Directors consider the discount represented by the Subscription Price to the audited consolidated net asset value per Share as at 31 March 2024 to be fair and reasonable with reasons set out below in this Prospectus; and
- (vii) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 23.5%, represented by the theoretical diluted price of approximately HK\$1.2293 per Share to the benchmarked price of approximately HK\$1.6080 per Share (as defined under 10.44A of the GEM Listing Rules, taking into account the higher of (i) the closing price on the Last Trading Day of HK\$0.0780 per Old Share and (ii) the average of the closing prices of approximately HK\$0.0804 per Old Share as quoted on the Stock Exchange for the five previous consecutive trading days prior to the date of the Announcement and adjusted for the effect of the Capital Reorganisation).

The Subscription Price was negotiated on an arm's length basis between the Company and Underwriter after taking into account factors including the recent market price of the Shares and the current market conditions, in particular,

- (i) the prevailing trading price of the Old Shares over the period from 22 January 2024 to the Last Trading Day, being the month prior and up to the Last Trading Day which presented a fluctuation in the range of HK\$0.0680 to HK\$0.0840, as compared to the previous months and which the Directors were unaware of any reason for such volatility;
- (ii) the prevailing market conditions of the capital market in Hong Kong by referring to the prevailing quote of the Hang Seng Index over the period from 1 September 2023 to the Last Trading Day, being the latest quarter prior and up to the Last Trading Day which presented a fluctuation in the range of 14,961 to 18,844 which presented a downward trend;
- (iii) throughout the period from 22 January 2024 to the Last Trading Day, the price of the Old Share as adjusted for the effect of the Capital Reorganisation ranged between HK\$1.36 to HK\$1.68, representing a discount ranging from approximately 45.4% to 55.8% to the latest published audited net asset value per Share of approximately HK\$3.0797 as at 31 March 2024;
- (iv) the Directors' view that it would be reasonable for the Subscription Price to be set at a level considerably lower than that of the theoretical closing price of the Shares as at the Last Trading Day based on the closing price of the Old Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Capital Reorganisation, under the current situation where there is a relatively large fundraising

LETTER FROM THE BOARD

size when compared with the market capitalisation of the Company as at the Last Trading Day, it will enhance the attractiveness of the Rights Issue and encourage the Qualifying Shareholders to participate in the Rights Issue and subscribe for the Rights Shares in proportion to such Qualifying Shareholders' existing shareholding in the Company; and

- (v) whilst the Subscription Price represents a discount of approximately 66.2% to the latest published audited consolidated net asset value per Share as at 31 March 2024, the Board is of the view that the net asset value per Share is not a relevant factor to determine the Subscription Price due to the fact that (a) the price of the Old Share ranged between HK\$0.0680 to HK\$0.2300 throughout the period from 21 August 2023 to the Last Trading Day which presented a downward trend; (b) the price of the Old Share traded below the net asset value per Share continuously since the beginning of the year 2024 (i.e. 2 January 2024) to the Last Trading Day with a range between HK\$0.0680 to HK\$0.1160. The Board considers that under the current market condition of the capital market in Hong Kong and with reference to the recent market performance of the Old Shares, it would not be practical and make any commercial sense to set a subscription price which is significantly higher than the prevailing market price and net asset value per Share, which would defeat the whole purpose of attracting the Shareholders and/or investors for new funding.

In view of the above, and considering that the discount of the Subscription Price would encourage the Qualifying Shareholders to take up their entitlements to maintain their shareholdings in the Company and participate in the future growth of the Company, and that the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue are able to sell the nil-paid rights in the market, the Directors consider that the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions of the Rights Issue

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

- (i) the passing by the Shareholders or Independent Shareholders (as the case may be) at the EGM of the necessary resolution(s) to approve the Capital Reorganisation, the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by no later than the Prospectus Posting Date;
- (ii) the Capital Reorganisation having become effective by no later than the Prospectus Posting Date;
- (iii) the GEM Listing Committee granting and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms and such listing and permission to deal not having been withdrawn or revoked;

LETTER FROM THE BOARD

- (iv) the provision to the Stock Exchange for authorisation and the filing and registration with the Companies Registry in Hong Kong respectively one duly certified copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Prospectus Posting Date;
- (v) following registration, the Prospectus Documents be made available and/or sent (as the case may be) to the Qualifying Shareholders (and, where applicable, to the Non-Qualifying Shareholder(s), if any, for information purpose only) and the publication of the Prospectus Documents on the website of the Stock Exchange on or before the Prospectus Posting Date;
- (vi) the Company having complied with the requirements under all applicable laws and regulations; and
- (vii) the Underwriting Agreement not being terminated pursuant to the terms thereof and remaining in full force and effect.

None of the above conditions can be waived. The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions by the respective dates specified above and by the Latest Time for Termination or such other time as the Company and the Underwriter may agree in writing. If any of the conditions above are not fulfilled, the Rights Issue will not proceed.

As at the Latest Practicable Date, conditions (i) and (ii) above have been fulfilled. Conditions (iv) and (v) above are expected to have been fulfilled on the Prospectus Posting Date and all the other conditions remain unfulfilled.

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

Status of the Rights Shares

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

Qualifying Shareholders

The Rights Issue will only be available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Record Date and is not a Non-Qualifying Shareholder.

LETTER FROM THE BOARD

The Qualifying Shareholders who take up their pro-rata entitlement in full will not experience any dilution to their interests in the Company.

If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Rights of Overseas Shareholders

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

As at the Latest Practicable Date, there was one Overseas Shareholder, namely Mr. Yin, with registered address located in the PRC, who beneficially owns 874,500 Shares, representing approximately 10.49% of the entire issued share capital of the Company as at the Latest Practicable Date. Pursuant to Rule 17.41(1) of the GEM Listing Rules, the Company has made enquiries with legal adviser as to PRC laws regarding the feasibility of extending the offer of the Rights Shares to the Overseas Shareholder in the PRC. The legal advisers to the Company as to the PRC laws are of view that, given the Company is an offshore company, there are no prohibitions or restrictions under PRC laws which would prevent the Company from including the natural person Shareholder(s) whose registered address(es) are located in the PRC in the Rights Issue, and that there are no requirements for the Company to obtain or go through any approval, ratification, registration or filing procedures or to fulfill any other formalities in the PRC prior to the despatch of the Prospectus Documents to such shareholders.

Therefore, based upon such advice, the Board is of the view that the extension of the Rights Issue to Mr. Yin and the offering of the Rights Shares to him will not violate any applicable law or regulations in the PRC. Accordingly, Mr. Yin will not be excluded from the Rights Issue and Mr. Yin shall therefore be a Qualifying Shareholder.

As at the Latest Practicable Date, there was no Non-Qualifying Shareholder. As the register of members is already closed as at the Latest Practicable Date and will remain closed up to the Record Date, there will be no Non-Qualifying Shareholder as at the Record Date. Accordingly, there will be no Non-Qualifying Shareholder for the purpose of the Rights Issue.

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in their nil-paid form, to be sold in the market as soon as practicable after dealings in the nil-paid Rights Shares commence, and in any event before the last day for dealings in nil-paid Rights Shares if a premium (net of expenses) can be obtained. Proceeds of each sale, less expenses and stamp duty, of not less than HK\$100 will be paid pro-rata (rounded down to the nearest cent) to the relevant Non-Qualifying Shareholder(s) in Hong Kong dollars. The Company will retain individual amounts of less than HK\$100 for its own benefit.

LETTER FROM THE BOARD

Distribution of the Prospectus Documents

The Rights Issue will only be available to the Qualifying Shareholders. The Company will send or make available (as the case may be) the Prospectus Documents to the Qualifying Shareholders.

Distribution of this Prospectus and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents (including, without limitation, Shareholders and beneficial owners of the Shares, agents, custodians, nominees and trustees) should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner of the Shares who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

Receipt of this Prospectus and/or a PAL and/or an EAF or the crediting of nil-paid Rights Shares to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, this prospectus and/or a PAL and/or an EAF must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this Prospectus and/or a PAL and/or an EAF or whose stock account in CCASS is credited with nil-paid Rights Shares should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer the nil-paid Rights Shares to any person in, into or from, any such jurisdiction. If a PAL or an EAF or a credit of nil-paid Rights Shares in CCASS is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL (or apply for any excess Rights Shares under the EAF) or transfer the nil-paid Rights Shares in CCASS unless the Company determines that such action would not violate any applicable legal or regulatory requirements.

Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this prospectus or a PAL or an EAF in, into or from any such jurisdiction (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

No part of the Prospectus Documents should be published, reproduced, distributed or otherwise made available in whole or in part to any other person without the prior written consent of the Company.

Beneficial owners of the Shares who reside outside Hong Kong should note that 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.

LETTER FROM THE BOARD

It is the responsibility of the relevant beneficial owners and/or their respective agents, custodians, nominees or trustees 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.

Basis of provisional allotment

The Rights Shares will be allotted on the basis of two (2) Rights Shares for every one (1) Share held by the Qualifying Shareholders as at the close of business on the Record Date.

The PAL relating to the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein. Acceptance for all or any part of a Qualifying Shareholder's provisional allotment should be made only by completing a PAL and lodging the same with a remittance for the Rights Shares being accepted with the Registrar by the Latest Time for Acceptance.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL with a separate remittance for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

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

Subject to fulfilment of the conditions of the Rights Issue, (i) share certificates for the fully-paid Rights Shares; and (ii) refund cheques in respect of wholly or partially unsuccessful applications for Rights Shares are expected to be sent on or before Monday, 23 September 2024 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. Each allottee will receive one share certificate for all allotted Rights Shares.

Fractional entitlements to the Rights Shares

On the basis of provisional allotment of two (2) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue.

Procedures for acceptance and payment or transfer

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

LETTER FROM THE BOARD

If a Qualifying Shareholder wishes to accept all the Rights Shares provisionally allotted to him/her/it as specified in the PAL, he/she/it must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:00 p.m. on Thursday, 12 September 2024 (or, under bad weather conditions, such later time and/or date as mentioned in the sections headed “Effect of bad weather or extreme conditions on the Latest Time for Acceptance of and payment for the Rights Shares” in the section headed “Expected Timetable” in this Prospectus). 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 “**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51**” and crossed “**Account Payee Only**”.

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. on Thursday, 12 September 2024, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by the Qualifying Shareholders. The Company may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicant at a later stage.

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL or transfer part of his/her/its rights to more than one person, the entire and original PAL must be surrendered and lodged for cancellation by no later than 4:00 p.m. on Wednesday, 4 September 2024 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required. The new PALs will be available for collection from the Registrar 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.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or cashier orders accompanying completed PALs will be presented for payment immediately upon receipt and all interests 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 order will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the PAL and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to such warranty and representation.

LETTER FROM THE BOARD

Completion and return of the PAL with a cheque or a cashier order, whether by a Qualifying Shareholder or by any nominated transferee(s), will constitute a warranty by the applicant that the cheque or the cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier order is dishonoured on first presentation, and in that event, the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

If the Underwriter exercises the right to terminate the Underwriting Agreement at or before the Latest Time for Termination or if the conditions of the Rights Issue as set out in the paragraph headed “Conditions of the Rights Issue” above are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the nil-paid Rights Shares shall have been validly transferred, or in case of joint acceptances, to the first-named person, without interest by means of cheques despatched by ordinary post to their respective registered address at their own risk on or before Monday, 23 September 2024.

It should be noted that no receipt will be issued in respect of any application monies received.

Application for excess Rights Shares

Qualifying Shareholders may apply, by way of excess application, for any unsold entitlements of the Non-Qualifying Shareholders and for any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders.

Application for excess Rights Shares can be made only by duly completing and signing an EAF (in accordance with the instructions printed therein) and lodging the same with a separate remittance for the sum payable for the excess Rights Shares being applied for with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:00 p.m. on Thursday, 12 September 2024 (or, under bad weather conditions, such later time and/or date as mentioned in the sections headed “Effect of bad weather or extreme conditions on the Latest Time for Acceptance of and payment for the Rights Shares” in the section headed “Expected Timetable” in this Prospectus). 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 “**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 52**” and crossed “**Account Payee Only**”.

The Directors will allocate the excess Rights Shares (if any) at their discretion on a fair and equitable basis on the following principles:

- (a) any excess Rights Shares will be allocated to Qualifying Shareholders who apply for them on a pro-rata basis by reference to the number of the excess Rights Shares applied for under each application;

LETTER FROM THE BOARD

- (b) reference will only be made to the number of excess Rights Shares being applied but no reference will be made to the Rights Shares subscribed through applications by PALs or the existing number of Shares held by Qualifying Shareholders;
- (c) if the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/or transferees of nil-paid Rights Shares under PALs is greater than the aggregate number of excess Rights Shares being applied for under EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares the actual number of excess Rights Shares being applied for; and
- (d) no preference will be given to applications for topping up odd lots to whole board lots.

In the event that the Board notes unusual patterns of excess applications and has reason to believe that any excess application may have been made with the intention to abuse the mechanism, such application(s) for the excess Rights Shares may be rejected at the sole discretion of the Board.

Shareholders with Shares held by a nominee (or which are held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company. Accordingly, such Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to the relevant beneficial owners individually. Any Rights Shares that are not taken up by the Qualifying Shareholders and not taken up by excess applications will be taken up by the Underwriter and/or subscribers procured by it pursuant to the terms and conditions of the Underwriting Agreement.

The allocation of excess Rights Shares (if any) made to the Qualifying Shareholders will be announced on or about Friday, 20 September 2024. If no excess Rights Shares are allotted to the Qualifying Shareholders, a cheque for the amount tendered on application is expected to be refunded in full on or before Monday, 23 September 2024. If the number of excess Rights Shares allotted to the Qualifying Shareholders is less than that applied for, a cheque for the surplus application monies is also expected to be refunded to them on or before Monday, 23 September 2024.

All cheques or cashier orders accompanying completed EAFs will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the EAF with a cheque or a cashier order will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the EAF and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give or be subject to any of the above representations and warranties. The Company reserves the right to refuse to accept any application for excess Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

LETTER FROM THE BOARD

Completion and return of the EAF together with a cheque or a cashier order in payment for the excess Rights Shares applied for will constitute a warranty by the applicant that the cheque or the cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereto, the Company reserves the right to reject any EAF in respect of which the accompanying cheque or cashier order is dishonoured on first presentation, and in that event, all rights thereunder will be deemed to have been declined and will be cancelled.

The EAF is for use only by the Qualifying Shareholders to whom it is addressed and is not transferable. All documents, including cheques or cashier orders for amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses by the Registrar. The Company may, at its discretion, treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the EAF is not completed in accordance with the relevant instructions. The Company may require such incomplete EAF to be completed by the relevant applicants at a later stage.

If the Underwriter exercises the right to terminate the Underwriting Agreement at or before the Latest Time for Termination or if the conditions of the Rights Issue as set out in the paragraph headed “Conditions of the Rights Issue” are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the nil-paid Rights Shares shall have been validly transferred, or in case of joint acceptances, to the first-named person, without interest by means of cheques despatched by ordinary post to their respective registered address at their own risk on or before Monday, 23 September 2024.

It should be noted that no receipt will be issued in respect of any EAF and/or remittances received.

Taxation

Qualifying Shareholders are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for the Rights Shares, or about purchasing, holding or disposals of, or dealings in or exercising any rights in relation to the Shares or the Rights Shares, and similarly, the Non-Qualifying Shareholders (if any) as regards their receipt of the net proceeds of sale of the Rights Shares otherwise falling to be issued to them under the Rights Issue under the laws of jurisdictions in which they are liable to taxation. It is emphasised that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

LETTER FROM THE BOARD

Application for listing of the Rights Shares

The Company has applied to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be issued and allotted pursuant to the Rights Issue. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

Rights Shares will be eligible for admission into CCASS

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

Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests if they are in any doubt.

Stamp duty and other applicable fees and charges

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

THE UNDERWRITING AGREEMENT

On 21 February 2024 (after trading hours), the Company and the Underwriter entered into the Underwriting Agreement, pursuant to which the Rights Shares which have not been taken up will be fully underwritten by the Underwriter and/or subscribers procured by it subject to the terms and conditions set out in the Underwriting Agreement, in particular the fulfillment of the conditions contained therein. The principal terms of the Underwriting Agreement are as follows:

Date:	21 February 2024 (after trading hours)
Issuer:	the Company

LETTER FROM THE BOARD

Underwriter: RaffAello Securities (HK) Limited, a corporation licensed to carry on type 1 (dealing in securities) regulated activity under the SFO and its ordinary course of business includes underwriting of securities.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Underwriter and its ultimate beneficial owner(s) are Independent Third Parties. As such, the Underwriter complies with Rule 10.24A(1) of the GEM Listing Rules.

Number of Underwritten Shares and the underwriting arrangement: Pursuant to the Underwriting Agreement, the Underwritten Shares to be underwritten by the Underwriter shall be equivalent to the number of the Rights Shares, i.e. 16,672,000 Rights Shares.

The actual amount of Rights Shares to be underwritten by the Underwriter will depend on the level of subscriptions by the Qualifying Shareholders.

Commission and expenses: 7.07% of the aggregate Subscription Price in respect of the actual number of Underwritten Shares underwritten, subscribed for or procured subscription for by the Underwriter pursuant to the Underwriting Agreement.

The Underwriter is a company incorporated in Hong Kong with limited liability and a licensed corporation to carry out type 1 (dealing in securities) regulated activities under the SFO, whose ordinary course of business includes underwriting of securities. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Underwriter and its ultimate beneficial owners are independent of the Company and its connected persons. As at the Latest Practicable Date, the Underwriter was not interested in any Shares. The Underwriter confirmed that it has complied with Rule 10.24A(1) of the GEM Listing Rules.

The terms of the Underwriting Agreement (including the commission and expenses) were determined after arm's length negotiations between the Underwriter and the Company by reference to the financial position of the Group, the size of the Rights Issue and the prevailing market conditions.

LETTER FROM THE BOARD

The terms of the Underwriting Agreement (including the commission rate) were determined after arm's length negotiation between the Company and the Underwriter, taking into account the following:

- (i) the existing financial position of the Group, in particular, the loss-making track record for the recent financial years;
- (ii) the size of the Rights Issue and the basis of the underwriting arrangement, which determines the Company's extent of certainty in raising the necessary funds;
- (iii) the current and expected market volatility across the globe, which makes it relatively more difficult to find a reputable and trustworthy underwriter;
- (iv) the Company had approached three underwriters (including the Underwriter) in respect of the Rights Issue. Having provided the proposed terms and structure, the Company received the following responses:
 - a. one of the underwriters approached did not express any interest in underwriting or placing of the Rights Shares;
 - b. one of the underwriters approached did not express any interest in underwriting the Rights Shares on a fully underwritten basis and only willing to acting as the placing agent in relation to the placing of the Unsubscribed Rights Shares to independent places on a best effort basis; and
 - c. the Underwriter was the sole candidate which agreed to proceed with the Rights Issue on the proposed terms and structure, and was willing to further negotiate the terms with the Company;
- (v) the Company has been advised that the Underwriter, who has been in the underwriting business for 10 years, is a reputable licensed corporation with a well-established network of credible investors; and
- (vi) the commission rate charged by the Underwriter for the Rights Issue was analogous to that charged in some of the other recent rights issue exercises in which the Underwriter acted as an underwriter of other issuers the shares of which are listed on the Stock Exchange with similar terms and structure of the Rights Issue (the "**Comparables**"), which was 7.07% of the value of the underwritten rights shares.

LETTER FROM THE BOARD

The table below sets out the details of such Comparables with reference to the respective publications:

Company name (stock code)	Date of underwriting agreement	Amounts raised from the rights issue before expenses	Basis of underwriting	Underwriting commission
Wisdomcome Group Holdings Limited (stock code: 8079)	15/8/2023	Approximately HK\$70.0 million	Fully underwritten	7.07% of the total subscription price of the rights shares
China Wantian Holdings Limited (stock code: 1854)	11/4/2023	Approximately HK\$111.4 million	Fully underwritten	7.07% of the total subscription price of the rights shares
Palinda Group Holdings Limited (stock code: 8179)	28/4/2022	Approximately HK\$29.3 million	Fully underwritten	7.07% of the total subscription price of the rights shares

Accordingly, the Directors consider that the underwriting commission charged by the Underwriter is no less favourable to the Company as compared with other listed issuers in the market.

In view of the above, the Directors consider that the terms of the Underwriting Agreement, including the commission and expenses charged, are fair and reasonable and the transactions contemplated under the Underwriting Agreement are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

The Underwriter may enter into sub-underwriting arrangements with sub-underwriters or appoint any persons to be sub-agents on its behalf for the purpose of arranging for the subscription of the Underwritten Shares with selected subscribers with such authority and rights as the Underwriter have pursuant to its appointment under the Underwriting Agreement.

The Underwriter has undertaken to the Company that, other than the transactions contemplated under the Underwriting Agreement and as disclosed (or will be disclosed) in the Announcement and/or the Prospectus Documents, save with the prior written consent of the Company, the Underwriter and its associates will not deal in the Shares or other securities of the Company from the date of the Underwriting Agreement up to the first day of dealings in the fully-paid Rights Shares, save that the Underwriter may, before the Settlement Date, enter into agreement with any other person in respect of: (a) sub-underwriting of the Rights Shares; and/or (b) subscription of any Underwritten Shares, so long as such transactions are in compliance with applicable laws and regulations.

LETTER FROM THE BOARD

Conditions of the Underwriting Agreement

The conditions of the Underwriting Agreement have been set out in the paragraph headed “Conditions of the Rights Issue” under the section headed “The Rights Issue” above.

Termination of the Underwriting Agreement

The Underwriter shall be entitled by giving written notice to the Company to terminate the Underwriting Agreement if any of the following occurs prior to the Latest Time for Termination:

- (a) any of the following which, in the reasonable opinion of the Underwriter, will or is likely to materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue:
 - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof); and
 - (ii) the occurrence, happening, coming into effect or becoming public knowledge of:
 - (1) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before or after the date of the Underwriting Agreement) of a political, military, financial, economic or currency (including a change in the system under which the value of HK\$ is linked to the currency of the United States of America) or other nature (whether or not such are of the same nature as any of the foregoing) or of the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market; (2) a suspension or a material limitation in trading in securities generally on the Stock Exchange; (3) a suspension or a material limitation in trading in the Company’s securities on the Stock Exchange for more than ten (10) consecutive Business Days (other than pending publication of the Announcement or any document relating to the Rights Issue); (4) a general moratorium on commercial banking activities in Hong Kong declared by the relevant authority or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong; or (5) a change or development involving a prospective change in taxation affecting the Company, the Shares or the transfer thereof;
- (b) any change in the circumstances of the Company or any member of the Group occurs which in the reasonable opinion of the Underwriter will materially and adversely affect the prospects of the Company, including, without limitation, the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material assets of the Group;

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- (c) any event of force majeure occurs, including, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, pandemic outbreak, terrorism, armed conflict, strike or lock-out;
- (d) the commencement by any third party of any litigation or claim against any member of the Group which is material to the Group taken as a whole;
- (e) any other material adverse change in relation to the business or the financial or trading position of the Group as a whole;
- (f) the Company commits a material breach of the Underwriting Agreement where, in the reasonable opinion of the Underwriter, such breach will or is likely to have a material and adverse effect on the business or the financial or trading position of the Group taken as a whole or is otherwise likely to have a material prejudicial effect on the Rights Issue;
- (g) the Underwriter receives notification from the Company of, or otherwise becomes aware of, the fact that any representation or warranty of the Company as set out in the Underwriting Agreement was, when given, untrue, inaccurate or would be untrue or inaccurate if repeated as provided in the Underwriting Agreement, and the Underwriter shall, in its reasonable discretion, determine that such untrue or inaccurate representation or warranty represents or is likely to present a material adverse change in the business or the financial or trading position of the Group taken as a whole or is otherwise likely to have a materially prejudicial effect on the Rights Issue;
- (h) any condition to enable the Rights Issue (in nil-paid and fully-paid forms) to be admitted as eligible securities for deposit, clearance and settlement in CCASS is not satisfied or notification is received by the Company from HKSCC that such admission or facility for holding and settlement has been or is to be refused;
- (i) any statement contained in the Announcement or any Prospectus Document has been shown to be untrue, inaccurate, incomplete or misleading in a material respect with reference to the date on which such statement was made; or
- (j) the Company shall, after any Specified Event has occurred or come to the Underwriter's attention, fail promptly to send out any announcement or circular (after the despatch of the Prospectus Documents) in such manner and with such content as the Underwriter may reasonably request for the purpose of preventing the creation of a false market in the securities of the Company and in accordance with the GEM Listing Rules and/or the SFO.

Upon the giving of notice by the Underwriter pursuant to the Underwriting Agreement, all obligations of the parties to the Underwriting Agreement shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out

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of or in connection with the Underwriting Agreement, but without prejudice to any rights of any party thereto in respect of any antecedent breaches.

If the Underwriter exercises such right to terminate the Underwriting Agreement, the Rights Issue will not proceed. A further announcement will be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Company is principally engaged in investment holding. The principal activities of its subsidiaries are investment holding, provision of digital media services and provision of marketing services.

As discussed in the announcement of the Company dated 15 December 2023, the Group has established a China regional headquarters in Tai'an, Shandong Province. The establishment of this platform marks a significant milestone in the growth strategy of the Company. Given that the existing cash reserves have already been allocated for the ongoing operations and existing business of the Company, the Company shall seek additional sources of financing to secure the necessary capital to support and facilitate the execution of the expansion initiative. In order to leverage this platform to strengthen the Group's business development in Mainland China in the future, the Directors perceive the Rights Issue as a favourable opportunity to raise additional funding to provide substantial support for this platform's development endeavors.

Intended use of proceeds

Assuming full subscription under the Rights Issue, the expected gross proceeds of the Rights Issue will be up to approximately HK\$17.3 million and the relevant expenses would be approximately HK\$2.1 million, which includes underwriting commission and professional fees payable to financial adviser, legal advisers and other parties involved in the Rights Issue. Accordingly, the estimated net proceeds of the Rights Issue, after deducting the related expenses, will be up to approximately HK\$15.2 million (the "**Net Proceeds**").

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The Company intends to apply the Net Proceeds from the Rights Issue for the following purposes:

- (i) approximately HK\$10.0 million will be used for the development of the Group's businesses in the PRC, among which the Company intends to apply (i) approximately HK\$6.0 million for the development of the on-line advertisement business based in the PRC, encompassing various expenses such as rental, renovation, fixtures for the headquarters, employee benefits, and other administrative costs; and (ii) approximately HK\$4.0 million for the development of the Group's digital social media management services and marketing services for the Group's potential customers, which are principally engaged in the sale of health products, based in the PRC, including but not limited to conducting market research in relevant segments, training local staff or engaging local partners to establish and manage networks and channels, and covering marketing and advertising expenses to promote the Group's business, enhance brand awareness, and attract customers in the new region; and
- (ii) approximately HK\$5.2 million will be used for general working capital of the Group.

Fund-raising alternatives

Apart from the Rights Issue, the Board has considered various fund-raising alternatives before resolving to the Rights Issue including, but not limited to, debt financing, placing of new shares and open offer. The Board notes that bank borrowings, if available, would result in additional interest burden of the Company and create pressure to the liquidity of the Company. Hence, the Board does not consider it to be beneficial to the Company. As for placing of new Shares, it would lead to immediate dilution in the shareholding interest of existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company and it is relatively smaller in scale as compared to fund raising through rights issue. As for open offer, while it is similar to a rights issue, offering Qualifying Shareholders to participate, it does not allow free trading of rights entitlements in the open market. As opposed to open offer, Rights Issue would allow Qualifying Shareholders to participate in the future development of the Company and at the same time offer more flexibility to the Qualifying Shareholders to choose whether to maintain their respective pro-rata shareholding interests in the Company and dealing with the Shares.

Having considered all the other fund-raising alternatives, the Board is of the view that the Rights Issue is in the best interests of the Company and the Shareholders as a whole, and that it is an appropriate fund-raising method to strengthen the capital base of the Company and support the Company's continuing business development and growth.

As at the Latest Practicable Date, save as disclosed in this Prospectus, the Company currently (i) does not have any agreement, arrangement, understanding, intention, or negotiation (either concluded or in process) on any potential fundraising activities; and (ii) has no other plan or intention to carry out any future corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Rights Issue.

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EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company, assuming there is no further issue or repurchase of Shares before completion of the Rights Issue other than the allotment and issue of the Rights Shares pursuant to the Rights Issue, (i) as at the Latest Practicable Date; (ii) immediately upon completion of the Rights Issue assuming full acceptance of the Rights Shares by the Qualifying Shareholders; and (iii) immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and all Unsubscribed Rights Shares have been underwritten by the Underwriter:

Shareholders	As at the Latest Practicable Date		Immediately upon completion of the Rights Issue assuming full acceptance of the Rights Shares by the Qualifying Shareholders		Immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and all Unsubscribed Rights Shares have been underwritten by the Underwriter	
	<i>No. of Shares</i>		<i>No. of Shares</i>		<i>No. of Shares</i>	
Mr. Yin (<i>Note 1</i>)	874,500	10.49%	2,623,500	10.49%	874,500	3.50%
Mr. Liu (<i>Note 2</i>)	416,500	5.00%	1,249,500	5.00%	416,500	1.67%
The Underwriter and/or its subscriber(s) procured by it (<i>Note 3</i>)	–	0.00%	–	0.00%	16,672,000	66.67%
Other public Shareholders	7,045,000	84.51%	21,135,000	84.51%	7,045,000	28.17%
Total	8,336,000	100.00%	25,008,000	100.00%	25,008,000	100.00%

Notes:

1. Mr. Yin is the chairman, the chief executive officer and an executive Director of the Company.
2. Mr. Liu is an executive Director of the Company.
3. This scenario is for illustrative purpose only. Pursuant to the Underwriting Agreement, the Underwriter unconditionally and irrevocably undertakes to the Company that in the event the Underwriter or any of its sub-underwriters is called upon to subscribe or procure subscription of the Underwritten Shares:
 - (a) without affecting the Underwriter's obligation to underwrite all the Underwritten Shares under the Underwriting Agreement, whether to underwrite the same by itself or procure sub-underwriting of the same, the Underwriter shall not subscribe, for its own account, for such number of Underwritten Shares which will result in the shareholding of it and parties acting in concert (within the meaning

LETTER FROM THE BOARD

of the Takeovers Code) with it in the Company to trigger a mandatory offer obligation under rule 26 of the Takeovers Code on the part of the Underwriter and parties acting in concert (within the meaning of the Takeovers Code) with it upon completion of the Rights Issue;

- (b) the Underwriter shall and shall cause its sub-underwriters to use its best endeavours to ensure that (i) each of the sub-underwriters, subscribers or purchasers of the Underwritten Shares procured by it shall be an Independent Third Party, not acting in concert (within the meaning of the Takeovers Code) with, and not connected with the Company, any of the Directors, chief executives or substantial shareholders of the Company or their respective associates; and (ii) none of the persons to be procured by it and its sub-underwriters to subscribe for the Shares not taken up by the Qualifying Shareholders will be holding 9.9% or more of the total issued share capital of the Company immediately after completion of the Rights Issue; and
 - (c) the Underwriter shall and shall cause its sub-underwriters to use its best endeavours to ensure and procure that the minimum public float requirement under Rule 11.23 of the GEM Listing Rules be fulfilled by the Company upon completion of the Rights Issue.
4. Certain percentage figures included in the table above have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Shares. Further announcements will be made by the Company in accordance with the GEM Listing Rules following the completion of the Rights Issue upon which the Rights Shares are allotted and issued.

The public float requirements under the GEM 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 11.23 of the GEM Listing Rules.

RISK FACTORS

The Directors are aware that the Group's business operations are exposed to a variety of risks and uncertainties. To their best of knowledge and belief, the Directors consider that the following are the key risks and uncertainties identified by the Group. These key risks are not exhaustive or comprehensive, and there may be additional risks not known by the Group or which may not appear significant now but could turn out to be so in the future.

Risks relating to the Group's business

Digital marketing industry

The Group is in the highly competitive digital marketing industry, and heavily relies on providing social media management services, digital advertisement placement services and creative and technology services in generating the Group's revenue. Therefore, the Group's revenue growth depends on the continuous growth of internet usage and infrastructure, and is subject to uncertainties of the growth of digital marketing industry.

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Rapidly changing technologies

The Group's business operations and success depend on the ability to adapt rapidly changing technologies, to enhance quality of existing services and to develop and introduce a variety of new services or products to address our clients' changing demands. While the Group has been providing various products and services, such as Chatbot, Big Data, and video solutions to keep up with the latest consumer trends, any new service, product or enhancement developed by the Group would also need to meet the requirements of the clients and may not achieve significant market acceptance. If the Group fails to keep pace with the changing technologies and to introduce successful and well-accepted products or services, the Group may lose its clients, and revenues and growth may be affected.

Information and technological system

The Group's success also depends on the stable performance of information and technological system. Any system failure that interrupts the ability to provide services to the clients could significantly reduce the attractiveness of the services and reduce the Group's revenue. In addition, any steps to increase the reliability and to avoid the redundancy of our information and technological system may not be effective and may not be successful in preventing system failures.

Foreign exchange rates risk

As at the Latest Practicable Date, the Group had a portion of its bank deposits denominated in Renminbi. The Group does not have a foreign currency hedging policy but the management of the Group monitors the Group's exposure to foreign currency risk and would consider taking appropriate actions when necessary.

Geographical risk

The Group's business operations are located in Hong Kong, the PRC and Taiwan, and are therefore subject to risks relating to the social, political and economic conditions in Hong Kong, the PRC and Taiwan. In addition, the Group's business may also be affected by the uncertainties and changes in the regulation of internet-related businesses and censorship of information disseminated through the internet in the PRC.

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Other principal risks and uncertainties

The Group is also subject to other risks and uncertainties including, without limitation, to the following:

- (i) the Group's ongoing operations and growth could be affected if it fails to attract, recruit or retain key personnel including the executive Directors, senior management and key employees;
- (ii) the Group's clients may delay in settlement of its bills, which may result in material adverse impact on the Group's business, financial conditions and results of operations;
- (iii) the Group's reputation, brand name and business could be adversely affected by misconducts of third parties, including the Group's partner websites, apps, mobile sites, service providers and advertising agencies, all of whom being independent entities, and hence the Group does not have direct control over those third parties in relation to the contents shown on their websites, app and mobile sites and/or their activities; and
- (iv) the Group's business and financial performance may be adversely affected and the business sustainability may also be affected if the Group is unable to secure engagements from clients through the tendering process.

EQUITY FUND RAISING ACTIVITY OF THE COMPANY IN THE PAST 12 MONTHS

The Company had not carried out any equity fundraising activities in the 12 months immediately prior to the Latest Practicable Date.

GEM LISTING RULES IMPLICATIONS

The Rights Issue

In accordance with Rule 10.29(1) of the GEM Listing Rules, as the Rights Issue will increase the total number of issued Shares or the market capitalisation of the Company by more than 50% within the 12-month period immediately prior to the Latest Practicable Date (after taking into account the effect of the Capital Reorganisation), the Rights Issue must be made conditional on approval by the Shareholders at the EGM, and any controlling shareholders of the Company 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 proposed Rights Issue.

As at the date of the EGM, the Company has no controlling Shareholder as defined under the GEM Listing Rules. Mr. Yin, the chairman and chief executive officer of the Company and an executive Director, beneficially owns 48,370,000 Old Shares in aggregate, representing

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approximately 29.01% of the entire issued share capital of the Company as at the date of the EGM. Mr. Liu, an executive Director, beneficially owns 8,330,000 Old Shares in aggregate, representing approximately 5.00% of the entire issued share capital of the Company as at the date of the EGM. In addition, Mr. Yip, Ms. Wan and Mr. Ng (the executive Directors of the Company) and Ms. Liza Wang are parties acting in concert with each other, and are together interested in an aggregate of 10,000 Old Shares, representing in aggregate approximately 0.006% of the entire issued share capital of the Company as at the date of the EGM. Accordingly, Mr. Yin, Mr. Liu, Mr. Yip, Ms. Wan and Mr. Ng (and their associates) and Ms. Liza Wang were required to abstain from voting in favour of the resolution(s) to approve the Rights Issue at the EGM in accordance with Rule 10.29(1) of the GEM Listing Rules. Save as disclosed above, no other Director was interested in the Shares of the Company as at the date of the EGM. Accordingly, no other Shareholder was required to abstain from voting in favour of the relevant resolution(s) of the proposed Rights Issue at the EGM. At the EGM, the resolutions approving the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder were duly passed by the Independent Shareholders by way of poll.

The Company has not conducted any rights issue, open offer or specific mandate placings within the 12-month period immediately prior to the Latest Practicable Date, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities as part of any rights issue, open offer and/or specific mandate placings within such 12-month period.

The Rights Issue will not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

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

Shareholders and potential investors of the Company should note that the Rights Issue is subject to the fulfilment of conditions including, among other things, the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this Prospectus. It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the obligations of the Underwriter thereunder on the occurrence of certain events including force majeure. These certain events are set out in the section headed “Termination of the Underwriting Agreement” of this Prospectus. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed.

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Any dealings in the Shares from the Latest Practicable Date up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

The Shares have been dealt in on an ex-rights basis from Tuesday, 20 August 2024. Dealings in the Rights Shares in nil-paid form are expected to take place from Monday, 2 September 2024 to Monday, 9 September 2024 (both days inclusive).

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

ADDITIONAL INFORMATION

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

Yours faithfully,
By Order of the Board
Guoen Holdings Limited
Yin Di

*Chief Executive Officer, Chairman of the Board
and Executive Director*

1. FINANCIAL INFORMATION OF THE GROUP

The consolidated financial information of the Group for the three years ended 31 March 2024, together with the notes thereto, are disclosed in the following documents which have been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.guruonline.com.hk), respectively:

- (i) the annual report of the Company for the year ended 31 March 2022 published on 27 June 2022, from pages 75 to 159:
(<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0627/2022062700537.pdf>)
- (ii) the annual report of the Company for the year ended 31 March 2023 published on 30 June 2023, from pages 77 to 155:
(<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0630/2023063000857.pdf>)
- (iii) the annual report of the Company for the year ended 31 March 2024 published on 28 June 2024, from pages 81 to 159:
(<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0628/2024062803001.pdf>)

2. STATEMENT OF INDEBTEDNESS

As at 31 July 2024, being the most recent practicable date for the purpose of this indebtedness statement, the Group had the following indebtedness:

	As at 31 July 2024 <i>HK\$'000</i>
Amounts due to a shareholder (<i>Note i</i>)	1,107
Lease liabilities (<i>Note ii</i>)	2,485
	<hr/>
	3,592
	<hr/> <hr/>

Notes:

- (i) At the close of business on 31 July 2024, the Group entered into four unsecured and unguaranteed interest-free loans with principal amount of HK\$2,500,000, HK\$2,550,000, HK\$1,000,000 and HK\$1,250,000 respectively, from its substantial shareholder, namely Mr. Yin Di which will mature and be repayable after 14 to 15 years. Imputed interest of amounts due to a shareholder calculated at the effective interest rate ranging from 13.13%–16.48%.
- (ii) 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 31 July 2024, the Group had lease liabilities in respect of office premises in Hong Kong, the People's Republic of China and Taiwan of approximately of HK\$2,485,000.

Save as aforesaid and apart from normal account and other payables in the ordinary course of business, as at the close of business on 31 July 2024, the Group did not have any significant debt securities issued or outstanding, or authorised or otherwise created but unissued, or any term loans, other borrowings or indebtedness in the nature of borrowing including bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, hire purchase commitments, mortgages or charges, contingent liabilities or guarantees outstanding.

3. WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that in the absence of unforeseeable circumstances, taking into account the present financial resources available to the Group and the estimated net proceeds from the Rights Issue, the Group has sufficient working capital for its present requirements for at least the next twelve (12) months following the date of this Prospectus. The Company has obtained the relevant confirmation as required under Rule 12.26C of the GEM Listing Rules.

4. MATERIAL CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 March 2024 (being the date to which the latest published audited consolidated financial statements of the Company were made up).

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

For the year ended 31 March 2023, the Group's revenue was generated from the integrated digital marketing business which is divided into provision of (i) social media management services; (ii) digital advertisement placement services; and (iii) creative and technology services. For the year ended 31 March 2023, the Group's total revenue amounted to approximately HK\$119.78 million (2022: approximately HK\$155.78 million).

For the year ended 31 March 2023, the Group's revenue generated from (i) social media management services amounted to approximately HK\$33.00 million (2022: approximately HK\$39.22 million), representing approximately 27.55% of our total revenue (2022: approximately 25.18%); (ii) digital advertisement placement services amounted to approximately HK\$9.41 million (2022: approximately HK\$9.18 million), representing approximately 7.85% of our total revenue (2022: approximately 5.89%); and (iii) creative and technology services amounted to approximately HK\$77.37 million (2022: approximately HK\$107.38 million), representing approximately 64.60% of our total revenue (2022: approximately 68.93%).

Overall, the Group's total revenue decreased by approximately 23.11% from approximately HK\$155.78 million for the year ended 31 March 2022 to approximately HK\$119.78 million for the year ended 31 March 2023. Such decrease was driven by the decrease in revenue generated from social media management services of approximately HK\$6.22 million and creative and technology services of approximately HK\$30.00 million for the year ended 31 March 2023. The

Group's gross profit margin remained relatively stable at from approximately 21.64% and 21.28% for the year ended 31 March 2022 and 2023, respectively. As a result, the Group's gross profit decreased by approximately 24.39% from approximately HK\$33.72 million for the year ended 31 March 2022 to approximately HK\$25.49 million for the year ended 31 March 2023.

For the year ended 31 March 2023, loss attributable to owners of the Company amounted approximately HK\$5.90 million, as compared to approximately HK\$0.03 million for the year ended 31 March 2022. The increase in loss attributable to owners of the Company was mainly due to the decrease in the gain on disposal of a subsidiary, which was offset by the continuing implementation of the expense control policy, via which there was a decrease in staff costs incurred in administrative expenses; and a decrease in marketing-related expenses incurred in selling expenses during the year ended 31 March 2023.

For the six months ended 30 September 2023, revenue generated from the provision of (i) social media management services amounted to approximately HK\$15.32 million (six months ended 30 September 2022: approximately HK\$17.86 million), accounting for approximately 26.11% of our total revenue (six months ended 30 September 2022: approximately 30.02%); (ii) digital advertisement placement services amounted to approximately HK\$3.20 million (six months ended 30 September 2022: approximately HK\$5.07 million), accounting for approximately 5.45% of our total revenue (six months ended 30 September 2022: approximately 8.52%); (iii) creative and technology services amounted to approximately HK\$40.17 million (six months ended 30 September 2022: approximately HK\$36.55 million), accounting for approximately 68.45% of our total revenue (six months ended 30 September 2022: approximately 61.46%).

The Group's total revenue decreased slightly by approximately 1.32% from approximately HK\$59.48 million for the six months ended 30 September 2022 to approximately HK\$58.69 million for the six months ended 30 September 2023. The slight decrease in total revenue was mainly attributable to the decrease in revenue from social media management services and digital advertisement placement services, partially offset by the increase in revenue from creative and technology services. The Group's gross profit margin increased from approximately 19.70% for the six months ended 30 September 2022 to approximately 22.03% for the six months ended 30 September 2023. The increase in gross profit margin was mainly attributable to decrease in operation costs incurred in cost of services. As a result, the Group's gross profit increased by approximately 10.32% from approximately HK\$11.72 million for the six months ended 30 September 2022 to approximately HK\$12.93 million for the six months ended 30 September 2023.

For the six months ended 30 September 2023, profit attributable to owners of the Company amounted to approximately HK\$1.76 million (six months ended 30 September 2022: loss attributable to owners of the Company amounted to approximately HK\$4.46 million). The decrease in loss attributable to owners of the Company was mainly due to (i) the continuing implementation of the expense control policy, via which there was a decrease in depreciation of right-of-use assets and staff costs incurred in administrative expenses; and (ii) a decrease in

marketing-related expenses incurred in selling expenses, and partially offset by a decrease in subsidy income received from Hong Kong Government under the Employment Support Scheme.

For the year ended 31 March 2024, the Group's total revenue amounted to approximately HK\$116.13 million (2023: approximately HK\$119.78 million).

For the year ended 31 March 2024, the Group's revenue generated from (i) social media management services amounted to approximately HK\$28.33 million (2023: approximately HK\$33.00 million), representing approximately 24.39% of the Group's total revenue (2023: approximately 27.55%); (ii) digital advertisement placement services amounted to approximately HK\$9.08 million (2023: approximately HK\$9.41 million), representing approximately 7.82% of the Group's total revenue (2023: approximately 7.85%); and (iii) creative and technology services amounted to approximately HK\$78.73 million (2023: approximately HK\$77.37 million), representing approximately 67.79% of the Group's total revenue (2023: approximately 64.60%).

Overall, the Group's total revenue decreased slightly by approximately 3.05% from approximately HK\$119.78 million for the year ended 31 March 2023 to approximately HK\$116.13 million for the year ended 31 March 2024. The slight decrease in total revenue was mainly attributable to the decrease in revenue from social media management services and digital advertisement placement services, partially offset by the increase in revenue from creative and technology services for the year ended 31 March 2024. The gross profit margin remained relatively stable at from approximately 21.28% to 22.40%. As a result, the Group's gross profit increased by approximately 2.05% from approximately HK\$25.49 million for the year ended 31 March 2023 to approximately HK\$26.02 million for the year ended 31 March 2024.

For the year ended 31 March 2024, profit attributable to owners of the Company amounted approximately HK\$3.17 million, as compared loss attributable to owners of the Company amounted approximately HK\$5.90 million for the year ended 31 March 2023. The decrease in loss attributable to owners of the Company was mainly due to (i) the continuing implementation of the expense control policy, via which there was a decrease in depreciation of right-of-use assets and staff costs incurred in administrative expenses; and (ii) a decrease in marketing-related expenses incurred in selling expenses, and partially offset by a decrease in subsidy income received from Hong Kong Government under the Employment Support Scheme during the year ended 31 March 2024.

As at 31 March 2024, the Group's current ratio was 1.55, compared to 1.42 as at 31 March 2023. The increase in current ratio was mainly due to increase in bank balances and cash. As at 31 March 2024, the Group's bank balances and cash amounted to approximately HK\$20.96 million (2023: approximately HK\$18.49 million). The total interest-bearing loans and borrowings (interest-bearing bank borrowings and bank overdrafts) of the Group as at 31 March 2024 were nil (2023: Nil).

Looking ahead, the Company anticipates significant challenges in the advertising industry due to the ongoing innovation in artificial intelligence. This innovation poses long-term challenges, with rising labor costs and intensifying competition.

The Group has maintained a balanced portfolio and diversified revenue stream, and the performance of social media management services and creative and technology services recovered due to the reopening of the border. However, it is foreseeable that the demand from Hong Kong clients will decrease due to the reallocation of advertising investment and budgets. This is primarily driven by shifts in consumer behavior, in which the spending pattern of mainland Chinese tourists in Hong Kong has transformed, with Hong Kong tourists now venturing north to mainland cities like Shenzhen for their consumption needs.

At the same time, the Group is encountering increasing competition as barriers to in-house advertising creation and brand image marketing have decreased with the adoption of AI tools. This trend has led to cost reductions, with a growing number of clients opting to employ internal staff for their advertising and social media management needs. Furthermore, the Company foresees a continuous rise in labor costs and wages in the foreseeable future, adding to the operational challenges faced by businesses in the digital marketing service industry.

The Group has been providing various products and services, such as Chatbot, Big Data, and video solutions, to keep up with the latest consumer trends. The Group has also been improving related technologies to assist customers in launching AR online promotion projects on social media platforms. These efforts have allowed consumers to experience and understand product information in a more practical way, leading to an increase in online sales.

In conclusion, while the Group has experienced some positive trends in our business this year, the Company is mindful of the evolving landscape shaped by technological advancements, changing consumer preferences, and competitive pressures. The Group's focus remains on adapting to these changes, enhancing its service offerings, and maintaining operational efficiency to navigate through these challenges successfully.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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

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

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company prepared in accordance with Rule 7.31 of the GEM Listing Rules is set out to illustrate the effect of the Rights Issue on the adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as if the Rights Issue had been taken place on 31 March 2024.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 March 2024 is prepared for illustrative purpose only and, because of its hypothetical nature, it may not give a true picture of the financial position of the Group as at the date to which it is made up or at any future date.

The pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 March 2024 is prepared based on the audited consolidated statement of financial position of the Group as at 31 March 2024, as extracted from the published annual report of the Company for year ended 31 March 2024, with adjustments described below.

Audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 March 2024 HK\$'000 (Note ii)	Estimated net proceeds from the Rights Issue HK\$'000 (Note iii)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 March 2024 immediately after the completion of the Rights Issue HK\$'000	Unaudited consolidated net tangible assets per share of the Group attributable to the owners of the Company as at 31 March 2024 HK\$ (Note iv)	Unaudited pro forma adjusted consolidated net tangible assets per share attributable to the owners of the Company immediately after completion of the Rights Issue HK\$ (Note v)
Rights Issue of 16,672,000 Rights Shares at subscription price of HK\$1.04 per Rights Share (Note i)	25,672	15,200	40,872	0.15
		40,872	0.15	1.63

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

Notes:

- (i) The Share Consolidation, the Capital Reduction and the Sub-division became effective on 9 July 2024, 8,336,000 ordinary shares (“Share”) are held and in issue by the Company. Right Issue of 16,672,000 Rights Shares to be issued at the Subscription Price of HK\$1.04 per Rights Share pursuant to the Rights Issue on the basis of two Rights Shares for every one Share of the Company held.
- (ii) The audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 March 2024 of approximately HK\$25,672,000 is based on the unaudited consolidated net assets of the Group attributable to the owners of the Company as at 31 March 2024, as extracted from the published annual report of the Company for year ended 31 March 2024.
- (iii) The estimated net proceeds from the Rights Issue of approximately HK\$15,200,000 is calculated based on 16,672,000 Rights Shares to be issued (in the proportion of two Rights Shares for every one Share held by the Shareholders on the Record Date) at the subscription price of HK\$1.04 per Rights Share, after deduction of the estimated related expenses of approximately HK\$2,100,000, including among others, underwriting commission and professional fees, which are directly attributable to the Rights Issue.
- (iv) The adjusted consolidated net tangible assets of the Group per share attributable to the owners of the Company as at 31 March 2024 is HK\$0.15, which is calculated based on the adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 March 2024 of HK\$25,672,000 as set out in Note (ii) above divided by 166,720,000 shares in issue as at 31 March 2024.
- (v) The unaudited pro forma adjusted consolidated net tangible assets of the Group per share attributable to the owners of the Company immediately after completion of the Rights Issue of HK\$1.63 is calculated based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company immediately after completion of the Rights Issue which comprising 8,336,000 Shares in issue as at 31 March 2024 and 16,672,000 Rights Shares to be issued, pursuant to the Rights Issue (in the proportion of two Rights Share for one Share held by the Shareholders on the Record Date), that are in issue assuming that the Rights Issue had been completed on 31 March 2024.
- (vi) No adjustments have been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company to reflect any trading results or other transactions of the Group entered into subsequent to 31 March 2024.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT

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



29 August 2024
The Board of Directors
Guoen Holdings Limited
Unit 1201 & 16, 12/F
Two Harbour Square
No. 180 Wai Yip Street
Kwun Tong
Hong Kong

Dear Sirs,

GUOEN HOLDINGS LIMITED

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Guoen Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 March 2024 and related notes (the "Unaudited Pro Forma Financial Information") as set out in Appendix II to the prospectus dated 29 August 2024 (the "Prospectus") issued by the Company. The applicable criteria on the basis of which the directors have compiled the Unaudited Pro Forma Financial Information are described in Appendix II to the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors of the Company to illustrate the impact of the proposed rights issue of 16,672,000 rights shares at subscription price of HK\$1.04 per rights share on the basis of two Rights Share for every share of the Company ("Rights Issue") on the Group's consolidated net tangible assets attributable to the owners of the Company as at 31 March 2024 as if the Rights Issue had taken place on 31 March 2024. As part of this process, information about the Group's financial position has been

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

extracted by the directors from the Group's audited consolidated financial statements for the year ended 31 March 2024, on which an audit report has been published.

DIRECTORS' RESPONSIBILITY FOR THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The directors of the Company are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with Rule 7.31 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circular" ("AG7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

REPORTING ACCOUNTANT'S INDEPENDENCE AND QUALITY CONTROL

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

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

REPORTING ACCOUNTANT'S RESPONSIBILITIES

Our responsibility is to express an opinion, as required by Rule 7.31(7) of the GEM 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 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 Circular" issued by the HKICPA. This standard requires that the reporting accountant plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the Unaudited Pro Forma Financial Information in accordance with Rule 7.31(7) of the GEM Listing Rules and with reference to AG 7 issued by the HKICPA.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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

The purpose of the Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of 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 Rights Issue at 31 March 2024 would have been as presented.

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

- The related 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 accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

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

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

OPINION

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to Rule 7.31(7) of the GEM Listing Rules.

CWK CPA Limited

Certified Public Accountants

Hong Kong

29 August 2024

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. 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

Set out below is the authorised and issued share capital of the Company, assuming there is no other change in the number of Shares from the Latest Practicable Date up to the completion of the Rights Issue, (a) as at the Latest Practicable Date; and (b) immediately upon completion of the Rights Issue:

(a) As at the Latest Practicable Date

<i>Authorised:</i>		<i>HK\$</i>
<u>10,000,000,000</u>	Shares of HK\$0.01 each	<u>100,000,000</u>
<i>Issued and fully paid up:</i>		
<u>8,336,000</u>	Shares of HK\$0.01 each	<u>83,360</u>

(b) Immediately upon completion of the Rights Issue

<i>Authorised:</i>		<i>HK\$</i>
<u>10,000,000,000</u>	Shares of HK\$0.01 each	<u>100,000,000</u>
<i>Issued and fully paid up:</i>		
8,336,000	Shares of HK\$0.01 each	83,360
<u>16,672,000</u>	Rights Shares to be allotted and issued under the Rights Issue	<u>166,720</u>
<u>25,008,000</u>	Total enlarged number of Shares upon completion of the Rights Issue	<u>250,080</u>

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

The Company has applied to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

As at the Latest Practicable Date, the Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange into Shares, and there was no capital of any member of the Group which is under option, or agreed conditionally or unconditionally to be put under option. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

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 IN THE SHARES

(a) Directors and chief executive's interests in the Company

As at the Latest Practicable Date, the interests and short positions, if any, of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares of the Company

Name	Nature of interest	Total number of Shares held	Percentage of shareholding
Mr. Yin	Beneficial owner	874,500	10.49%
Mr. Liu	Beneficial owner	416,500	5.00%
Mr. Yip	Interests held jointly with another person (<i>Note 1</i>)	400	0.005%
	Interest in controlled corporation (<i>Note 2</i>)/ Interest of spouse (<i>Note 3</i>)	100	0.001%
Ms. Wan	Interests held jointly with another person (<i>Note 1</i>)	400	0.005%
	Interest in controlled corporation (<i>Note 2</i>)/ Interest of spouse (<i>Note 3</i>)	100	0.001%
Mr. Ng	Interests held jointly with another person (<i>Note 1</i>)	400	0.005%
	Beneficial owner	100	0.001%

Notes:

1. Mr. Yip, Ms. Wan, Mr. Ng and Ms. Liza Wang are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. By a deed of confirmation and undertaking entered into among Mr. Yip, Mr. Ng, Ms. Wan and Ms. Liza Wang dated 2 January 2014 (the “**Acting in Concert Confirmation and Undertaking**”), each of Mr. Yip, Ms. Wan, Mr. Ng and Ms. Liza Wang confirmed that, *inter alia*, they had exercised their voting rights at the meetings of the shareholders and/or directors of members of the Group in unanimity since 1 April 2011 and had undertaken to continue to do so upon the execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of the Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing.
2. These Shares are held by Cooper Global Capital Limited (“**Cooper Global**”), which is owned as to 50.00% by Mr. Yip and 50.00% by Ms. Wan. By virtue of the SFO, Mr. Yip and Ms. Wan are deemed to be interested in the Shares held by Cooper Global.
3. Mr. Yip is the spouse of Ms. Wan. Under the SFO, Mr. Yip is deemed to be interested in all the Shares in which Ms. Wan is interested. Ms. Wan is the spouse of Mr. Yip. Under the SFO, Ms. Wan is deemed to be interested in all the Shares in which Mr. Yip is interested.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor chief executive of the Company has registered any interests and short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

(b) Substantial shareholders’ interests and short positions in Shares, underlying Shares and debentures

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, no persons (other than the Directors or chief executive of the Company) had or deemed or taken to have any interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

4. DIRECTORS’ INTEREST IN ASSETS, CONTRACTS AND ARRANGEMENT OF THE GROUP

As at the Latest Practicable Date, (i) none of the Directors had 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 March 2024 (being the date to which the latest published audited financial

statements of the Company were made up); and (ii) there was no contract or arrangement entered into by any member of the Group, subsisting as at the Latest Practicable Date, in which any of the Directors was materially interested and which was significant in relation to the business of the Group as a whole.

5. DIRECTORS' INTEREST IN COMPETING BUSINESS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors, the controlling shareholders or their respective associates had any business or interest which competes or may compete, either directly or indirectly, with the businesses of the Group, or have or may have any other conflicts of interest with the Group.

6. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group which was not determinable within one year without payment of compensation, other than statutory compensation.

7. CLAIMS AND LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

8. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by any member of the Group within the two years immediately preceding the date of this Prospectus:

- (a) the tenancy agreement dated 6 April 2023 entered into between Glo Media HK and Sun Hung Kai Real Estate (Sales and Leasing) Agency Limited in relation to the lease of premises for approximately HK\$3.9 million in aggregate for a term of three (3) years; and
- (b) the Underwriting Agreement.

9. EXPERT AND CONSENT

The following are the qualifications of the expert which has given advice which is contained in this Prospectus:

Name	Qualification
CWK CPA Limited	Certified Public Accountants under Professional Accountant Ordinance (Cap. 50 of Laws of Hong Kong) and Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Cap. 588 of Laws of Hong Kong)

As at the Latest Practicable Date, the expert above has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its letter, advice or report, as the case may be, and reference to its name in the form and context in which they respectively appear.

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

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

10. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Board of Directors

Executive Directors:

Mr. Yin Di

(Chairman and Chief Executive Officer)

Mr. Yip Shek Lun

Mr. Ng Chi Fung

Mr. Liu Liping

Ms. Wan Wai Ting

Independent non-executive Directors:

Ms. Fu Hongzhi

Mr. Bian Wencheng

Mr. Hong Ming Sang

Registered office	Windward 3 Regatta Office Park, P.O. Box 1350 Grand Cayman, KY1-1108 Cayman Islands
Head office and principal place of business in Hong Kong	Unit 1201 & 16, 12/F Two Harbour Square No. 180 Wai Yip Street Kwun Tong Hong Kong
Authorised representatives	Mr. Yip Shek Lun Ms. Kwok Wai Chun
Business address of all Directors, senior management and authorised representatives	Unit 1201 & 16, 12/F Two Harbour Square No. 180 Wai Yip Street Kwun Tong Hong Kong
Company secretary	Ms. Kwok Wai Chun
Principal share registrar and transfer office in the Cayman Islands	Ocorian Trust (Cayman) Limited Windward 3 Regatta Office Park, P.O. Box 1350 Grand Cayman KY1-1108 Cayman Islands
Hong Kong branch share registrar and transfer office	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Principal banker	Hang Seng Bank Limited 83 Des Voeux Road Central Hong Kong
Auditor	SHINEWING (HK) CPA Limited <i>Certified Public Accountants</i> 17/F, Chubb Tower, Windsor House 311 Gloucester Road, Causeway Bay Hong Kong

Reporting accountant of the Rights Issue	CWK CPA Limited Unit 2110–2111 21/F, Cosco Tower 183 Queen’s Road Central Central, Hong Kong
Legal adviser to the Company as to Hong Kong laws (and to the Rights Issue)	Khoo & Co. Suite 3902, 39/F Central Plaza 18 Harbour Road Wanchai Hong Kong
Financial adviser to the Company	Draco Capital Limited 4/F, Connaught Harbour Front House 35–36 Connaught Road West Sheung Wan Hong Kong
Underwriter	RaffAello Securities (HK) Limited 1/F, E168 No. 166–168 Des Voeux Road Central Sheung Wan, Hong Kong

11. EXPENSES

The expenses in connection with the proposed Rights Issue and the transactions contemplated respectively thereunder, including underwriting commission, printing, registration, translation, legal, financial advisory, accounting and other professional fees, charges and related expenses are estimated to be approximately HK\$2.1 million, which are payable by the Company.

12. PARTICULARS OF DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Yin Di (尹迪) (“**Mr. Yin**”), aged 38, is the chairman, chief executive officer and an executive Director of the Company. Mr. Yin was appointed as an executive Director on 10 February 2023. From 2010 to 2016, Mr. Yin worked in the personnel section of Beijing Haiwei Industry and Trading Co., Ltd.* (北京海威工貿有限公司), primarily responsible for the employment management, business and performance evaluation of the company, as well as the external liaison and operation of the company. Since 2017, Mr. Yin founded Zhongmin Guoen Industrial Group Co., Ltd. (“**Zhongmin Guoen**”), a comprehensive industry group which puts the concept of “One Health” at its core, while integrating different businesses, including agricultural technology refining, research and development of food and medicine, and the promotion of new energy resources and new materials. Mr.

Yin is currently the managing director of Zhongmin Guoen, responsible for leading the future business development of Zhongmin Guoen. He is also primarily responsible for the nationwide expansion and operation of Zhongmin Guoen's "One Health" core business. Mr. Yin has served as an executive director of APAC Chenghua (Beijing) Investment Fund Management Co., Ltd.* (亞太誠華(北京)投資基金管理有限公司) ("APAC Chenghua") since 2020. APAC Chenghua specializes in private equity investments in the field of medical care and "One Health". Mr. Yin is primarily responsible for the operational planning of the company, leading the negotiation and review of its project investments. Mr. Yin studied in the Beijing Institute of Economics and Management from March 2008 to July 2010 with an associate degree in finance and securities. He then continued his studies in the Communication University of China from March 2011 to July 2013 and graduated with a bachelor's degree in journalism in July 2013.

Mr. Yip Shek Lun (葉碩麟) ("Mr. Yip"), aged 42, was appointed as an executive Director on 6 February 2014 and has been holding this position since then. He is a member of the remuneration committee and the nomination committee of the Board. Mr. Yip was one of the founders of the Group. He is primarily responsible for the day-to-day management of our Group, formulating overall business development strategies and overseeing the PRC operations of our Group. He is a member of the remuneration committee and nomination committee. Mr. Yip is the spouse of Ms. Wan (as defined below). Mr. Yip graduated from The Chinese University of Hong Kong in Hong Kong, with a degree of bachelor of business administration in December 2004. From July 2004 to April 2006, Mr. Yip was the assistant account manager of Procter & Gamble Hong Kong Ltd, a consumer goods company. From May 2006 to April 2007, he worked as the marketing manager of La Souhait Cosmetic Limited, the principal business of which is the trading of cosmetic products, and was later appointed as its marketing director serving the Greater China region. Mr. Yip is a director of AdBeyond BVI, AdBeyond HK, COMO BVI and Glo Media HK, and also a supervisor of AdBeyond GZ, and Glo Media NJ, respectively, all of which are wholly-owned subsidiaries of the Company. Mr. Yip is also a director of Cooper Global.

Mr. Ng Chi Fung (伍致豐) ("Mr. Ng"), aged 42, was appointed as a Director on 10 January 2014 and was re-designated as an executive Director on 6 February 2014. He has been an executive Director since then. Mr. Ng was one of the founders of the Group. He is primarily responsible for the overall business administration, sales and marketing and management of our Group. Mr. Ng graduated from The Wharton School of Finance and Commerce at the University of Pennsylvania in the United States, with a degree of bachelor of science in economics majoring in finance and accounting in May 2004. Mr. Ng has successfully completed all three levels of the CFA Program organised by the CFA Institute in June 2006. From August 2004 to December 2005, Mr. Ng worked in McKinsey & Company, a management consulting firm, as a business analyst. In June 2005, Mr. Ng founded a health care company, Home of the Elderly Consultancy Limited, which specialises in providing elderly home referral services to the elderly and their families and has been acting as its chairman and non-executive director since then. Since May 2012, Mr. Ng has been a non-executive director of AMOS Enterprises Limited, a technology company

which focuses on providing and developing innovative solutions on electrical, electronic and information technology. Mr. Ng is the 2014 president of Junior Chamber International Peninsula (Hong Kong), an international organisation for young professionals and entrepreneurs which aims to foster youngsters' leadership skills, social responsibility, enhance international friendship and the building of business network. Mr. Ng is a screening committee member of Hong Kong Business Angel Network, a non-profit organisation with the mission to foster angel investment in Hong Kong. Mr. Ng is also a director of AdBeyond BVI, AdBeyond HK, COMO BVI, Glo Media HK, iMinds Interactive Holdings Limited and iMinds Interactive Limited, respectively, all of which are wholly-owned subsidiaries of the Company.

Mr. Liu Liping (劉立平) (“**Mr. Liu**”), aged 52, was appointed as an executive Director on 20 October 2023. Mr. Liu possesses extensive experiences in back-office coordination. From 1996 to 1998, Mr. Liu worked as a staff member of Shandong Shifeng Group Company Limited* (山東時風(集團)有限責任公司) with duties mainly in respect of the back-office, for which he was responsible for marketing. He worked as a supervisor of Shandong Gaotang Lanshan Group Company* (山東省高唐藍山集團總公司) from 1999 to 2002, primarily responsible for marketing. He also worked as a supervisor of Shandong Liaocheng Province Dongchangfu District Grain and Oil Town Supply Company* (山東省聊城市東昌府區糧油供應總公司) from 2002 to 2017, for which he was responsible for personnel matters of the back-office. Since 2018 to date, Mr. Liu has been working as an office director of Shandong Zhi Guang Steel Structure Co., Ltd.* (山東致廣鋼結構有限公司), primarily responsible for marketing. His expertise is marketing-related work in back-office business.

Ms. Wan Wai Ting (尹瑋婷) (“**Ms. Wan**”), aged 42, was appointed as an executive Director on 6 February 2014 and has been holding this position since then. Ms. Wan was one of the founders of the Group. She is responsible for supervising our PRC business development and projects. Ms. Wan is the spouse of Mr. Yip. Ms. Wan obtained her degree of bachelor of business administration from The Chinese University of Hong Kong in Hong Kong, in December 2004. From December 2004 to October 2006, she worked as the marketing executive of AOM Sun Ltd, the sole agent of CITIZEN electronic products, where she was responsible for liaising with advertising agencies, organising promotional activities and analysing marketing strategies. Ms. Wan led the Group in winning several awards throughout the markets in Asia-Pacific and Hong Kong, such as the Marketing Magazine's Marketing Events Award 2016 and the ROI Festival 2016. Ms. Wan is a director of AdBeyond BVI, AdBeyond HK, COMO BVI and Glo Media HK, and the supervisor of AdBeyond GZ and Glo Media NJ, respectively, all of which are wholly-owned subsidiaries of the Company. Ms. Wan is also a director of Cooper Global.

For the executive Directors' interests in the Shares of the Company within the meaning of Part XV of the SFO, please refer to the paragraph headed “3. Disclosure of Interests in the Shares” above in this appendix.

Independent non-executive Directors

Ms. Fu Hongzhi (付宏志) (“**Ms. Fu**”), aged 57, was appointed as an independent non-executive Director on 8 August 2023. She is a member of the remuneration committee and the chairman of the audit committee and nomination committee of the Board. Ms. Fu graduated from Zhongnan University of Economics and Law (中南財經政法大學), majoring in finance and accounting. She has more than 20 years of experience in financial management. She is a member of the Chinese Institute of Certified Public Accountants since 2020. Ms. Fu worked in Beijing Broadcasting Equipment Factory from 1989 to 1998 as the leader of the analysis team. She served as the deputy director of the Finance Department of BOCO Group Holding Limited* (億陽集團股份有限公司) and its group from 1998 to 2017, responsible for financial planning, accounting processing, and financial budgeting. From 2017 to 2019, Ms. Fu Hongzhi served as the financial director of Beijing Huiyan Zhixing Technology Company Limited (北京慧眼智行科技有限公司), and was fully responsible for formulating the company’s financial goals and policies, establishing and improving the company’s financial system and internal financial management, and reviewing financial statements.

Mr. Bian Wencheng (邊文成) (“**Mr. Bian**”), aged 71, was appointed as an independent non-executive Director on 23 May 2023. He is a member of the audit committee and nomination committee of the Board. Mr. Bian has over 20 years of experiences in factory management, commercial insurance team management and the sales of insurance products. From 1980 to 2002, he had served as the factory director or legal representative of different enterprises respectively, where he was primarily responsible for administrative and management works. He passed the National Unified Examination for Enterprise Managers and Factory (Mine) Directors* (企業經理、廠(礦)長國家統一考試) in 1986. Mr. Bian was the manager of China Taiping Life Insurance Company’s sales department at Dalian Development Area from 2002 to 2012, where he was primarily responsible for the works of departmental administrative management and the sales of insurance products. During his tenure of office, he was accredited as the “Energetic Taiping Star”* (活力太平之星) in 2005, awarded the title of “Elite of Organizational Development”* (組織發展精英)* in 2007, as well as awarded the title of “Dedicated Model”* (敬業標兵) in 2008 and he won the first place for standard premiums in the marketing department at Dalian Development Area* (大連開發區營業部標保第一名) in the same year. Mr. Bian has retired since 2012.

Mr. Hong Ming Sang (項明生) (“**Mr. Hong**”), aged 55, was appointed as an independent non-executive Director on 28 May 2014 and has been holding this position since then. He is a member of the audit committee and the chairman of the remuneration committee of the Board. Mr. Hong graduated from The University of Hong Kong in Hong Kong, with a degree of bachelor of arts in December 1992. He obtained a diploma in marketing and international business from The Chinese University of Hong Kong in Hong Kong, in October 1997. In June 2007, Mr. Hong co-founded Asia HD Association Limited, a non-profit making organisation on the promotion of high-definition technology development in Hong Kong, and has been one of its directors since then. From September 2011 to November 2013, Mr. Hong was one of the directors of Sony Computer

Entertainment Hong Kong Limited, a video game company. From November 2013 to November 2015, Mr. Hong was the chief executive officer of Gameone Group Limited. Mr. Hong was a non-executive director of Gameone Holdings Limited (a company listed on the Stock Exchange, stock code: 8282) from 2 October 2015 to 1 March 2017.

Senior management

Mr. Tsang Wai Kit, Keith (曾瑋傑) (“**Mr. Tsang**”), aged 43, joined the Group in June 2012 as the assistant business development manager of AdBeyond HK and he is currently the business development director of the Group. He is primarily responsible for the overall integrated strategic marketing planning to clients and overseeing and directing the business operation internally and ensuring that the Group achieves sustainable business’s growth. He developed and implemented integrated marketing strategies to clients who targeted to grow business in China market.

Mr. Tsang graduated from Hong Kong Baptist University in 2006 and worked as a sales and marketing manager in electronic industry for 4 years.

Company secretary

Ms. Kwok Wai Chun (郭惠珍) (“**Ms. Kwok**”), aged 35, holds a bachelor degree of business administration and is an associate member of The Hong Kong Chartered Governance Institute. Ms. Kwok has over 10 years of experience in the corporate secretarial field.

13. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Board (the “**Audit Committee**”) comprised all of the independent non-executive Directors, namely Ms. Fu Hongzhi, Mr. Bian Wencheng and Mr. Hong Ming Sang. Ms. Fu, who has appropriate professional qualifications and experience in accounting matters, has been the chairman of the Audit Committee since 8 August 2023. The background, directorship and past directorship (if any) of each of the members of the Audit Committee are set out in the paragraph headed “12. Particulars of Directors and Senior Management” above in this appendix.

The primary duties of the Audit Committee are, among other things, to make recommendations to the Board on the appointment, re-appointment and removal of external auditor, review the financial information, oversee the Group’s financial reporting process, internal control, risk management systems and audit process and perform other duties and responsibilities assigned by the Board.

14. BINDING EFFECT

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

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

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed “9. Expert and Consent” in this appendix, have been registered by 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).

16. MISCELLANEOUS

- (a) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (b) As at the Latest Practicable Date, the Company has no significant exposure to foreign exchange liabilities.
- (c) As at the Latest Practicable Date, save as disclosed elsewhere in this Prospectus, there was no material contract for the hire or hire purchase of plant to or by any member of the Group for a period of over a year which is substantial in relation to the Group’s business.
- (d) In the event of any inconsistency, the English texts of this Prospectus and the accompanying form of proxy shall prevail over their respective Chinese texts.

17. DOCUMENTS ON DISPLAY

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

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company for the three years ended 31 March 2022, 2023 and 2024;

- (c) the letter from the Board (the text of which is set out on pages 10 to 36 of this Prospectus);
- (d) the accountants' report on the unaudited pro forma financial information of the Group set out in Appendix II to this Prospectus;
- (e) the material contract(s) referred to in the paragraph headed "8. Material Contracts" in this appendix pertaining to the Rights Issue, namely the Underwriting Agreement;
- (f) the written consents of the experts referred to in the paragraph headed "9. Expert and Consent" in this appendix; and
- (g) this Prospectus.

* *For identification purpose only*