

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Fire Rock Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to licensed securities dealer or registered institution in securities or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



火岩控股
FIRE ROCK HOLDINGS

火岩控股有限公司
FIRE ROCK HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1909)

**(I) PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON
RECORD DATE ON A NON-FULLY UNDERWRITTEN BASIS;
(II) CONNECTED TRANSACTION IN RELATION TO
THE UNDERWRITING AGREEMENT;
(III) APPLICATION FOR WHITELASH WAIVER;
AND
(IV) NOTICE OF EGM**

Financial Adviser to the Company

Wilson

Wilson International Capital Limited

Placing Agent to the Rights Issue

 **軟庫中華 SBI China**
SBI China Capital Financial Services Limited

**Joint Independent Financial Advisers to the Independent Board Committee and
the Independent Shareholders**

RaffAello
CAPITAL LIMITED

 **德健 融資有限公司**
DAKIN CAPITAL LIMITED

A letter from the Board is set out on pages 13 to 39 of this circular and a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on pages 40 to 41 of this circular. A letter from the Joint Independent Financial Advisers containing its recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages IFA-1 to IFA-44 of this circular.

It should be noted that the Shares will be dealt in on an ex-rights basis from Tuesday, 11 November 2025. Dealings in the Rights Shares in the nil-paid form will take place from Monday, 24 November 2025 to Monday, 1 December 2025 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Placing Agreement is terminated by the Placing Agent 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, 24 November 2025 to Monday, 1 December 2025 (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.

A notice convening the EGM to be held at 20 Science Park Road, #02-25 Teletech Park, Singapore 117674 at 11:00 a.m. on Friday, 7 November 2025 is set out on pages EGM-1 to EGM-4 of this circular. Whether you are able to attend the EGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event so that it is received at least 48 hours before the time appointed (i.e. by 11:00 a.m. on Wednesday, 5 November 2025) for the EGM or adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM, or any adjournment thereof (as the case may be), should you so wish.

The Rights Issue will proceed on a non-fully underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions. Please refer to the section headed "Letter from the Board — The Underwriting Agreement — Conditions of the Rights Issue" in this circular. In the event that the Rights Issue is not fully subscribed, the size of the Rights Issue will be reduced. Save for the Rights Shares undertaken to be subscribed by the Underwriter and/or the parties acting in concert pursuant to the Irrevocable Undertakings and the Underwriting Agreement, there is no minimum subscription level or minimum amount to be raised under the Rights Issue.

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right in its absolute discretion to terminate the obligations of the Underwriter thereunder on the occurrence of certain events. Such events are set out in the section headed "Letter from the Board — The Underwriting Agreement — Termination of the Underwriting Agreement" of this circular. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

24 October 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meaning:

“acting in concert”	has the same meaning ascribed thereto under the Takeovers Code
“Announcement”	the announcement of the Company dated 5 October 2025 in relation to, among other things, the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder
“associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Fire Rock Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of Stock Exchange (stock code: 1909.hk)
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the same meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company will be convened and held at 20 Science Park Road, #02–25 Teletech Park, Singapore 117674 at 11:00 a.m. on Friday, 7 November 2025 which resolutions will be proposed to consider, and, if thought fit, to approve, among other things, the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder

DEFINITIONS

“Executive”	The Executive Director of the Corporate Finance Division of the SFC or any of his delegate
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board comprising all the independent non-executive Directors who have no direct or indirect interest in the Rights Issue, Placing Agreement, Underwriting Agreement, Whitewash Waiver and the transactions contemplated thereunder, established for the purpose of giving recommendations to the Independent Shareholders as to whether the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder are fair and reasonable and as to the voting action therefor
“Infinites Investment”	Infinites Investment Pte. Ltd., being interested in approximately 4.69% of the issued share capital of the Company, which is wholly-owned by Infinites Super Holding Limited, a company incorporated in the Cayman Islands with limited liability and wholly-owned by Mr. Zhang
“Independent Shareholders”	Shareholders other than (i) Sulfulon Concert Group; (ii) those Shareholders who are interested in or involved in the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and transactions contemplated thereunder; and (iii) those Shareholders who are required by the Listing Rules or the Stock Exchange or the Takeovers Code to abstain from voting at the EGM in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, (i) are third parties independent of the Company and the connected persons of the Company in accordance with the Listing Rules; and (ii) are not acting in concert with Mr. Zhang, Sulfulon and/or Infinites Investment

DEFINITIONS

“Irrevocable Undertaking(s)”	the irrevocable undertakings by Mr. Zhang, Sulfulon, and Infinities Investment to the Company as set out in the section headed “Proposed Rights Issue — Irrevocable Undertakings” in this circular
“Joint Independent Financial Advisers”	Dakin Capital Limited and RaffAello Capital Limited, licensed corporations regulated by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the joint independent financial advisers to advise the Independent Board Committee and the Independent Shareholders as to whether the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder are fair and reasonable and in the interest of the Independent Shareholders and as to the voting action therefor
“Last Trading Day”	3 October 2025, being the last trading day of the Shares on the Stock Exchange immediately prior to the publication of the Announcement
“Latest Practicable Date”	21 October 2025, being latest practicable date prior to the publication of this circular for ascertaining certain information herein
“Latest Time for Acceptance”	4:00 p.m. on Thursday, 4 December 2025 or other time or date as may be agreed in writing between the Company and the Underwriter, being the latest time for acceptance of, and payment for, the Rights Shares
“Latest Time for Placing Termination”	4:00 p.m. on Wednesday, 17 December 2025 or such other time or date as may be agreed between the Company and the Placing Agent in writing
“Latest Time for Underwriting Termination”	4:00 p.m. on Monday, 22 December 2025 or such other time or date as may be agreed between the Company and the Underwriter in writing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Mr. Zhang”	Mr. Zhang Yan, a controlling shareholder of the Company, who is interested in approximately 40.8% of the issued share capital of the Company as at the Latest Practicable Date

DEFINITIONS

“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares placed by the Placing Agent under the Placing Agreement) under the Compensatory Arrangements after deduction of all reasonable expenses incurred by the Company and the Placing Agent
“No Action Shareholder(s)”	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PAL(s) or their renounees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, based on legal opinions provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place
“NQS Unsold Rights Shares”	the Rights Share(s) which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form that have not been sold by the Company
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at 4:00 p.m. 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 renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placing” or “Compensatory Arrangements”	the offer by way of private placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares on a best-effort basis by the Placing Agent and/or its sub-placing agent(s), who and whose ultimate beneficial owners shall be Independent Third Party(ies), to the independent placee(s) during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	SBI China Capital Financial Services Limited, a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO

DEFINITIONS

“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent on 5 October 2025 in relation to the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares
“Placing Commission”	has the meaning ascribed to it under the section headed “Proposed Rights Issue — Placing Agreement” in this circular
“Placing Period”	the period commencing from 10 December 2025 and ending on 4:00 p.m. on 16 December 2025, or such other dates as the Company may announce
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus”	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL
“Prospectus Posting Date”	20 November 2025 or such other date as the Company may determine, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders
“Public Float Requirement”	the public float requirement under Rule 8.08 of the Listing Rules
“Qualifying Shareholder(s)”	Shareholder(s), other than the Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date
“Record Date”	Wednesday, 19 November 2025 or such other date as the Company may determine, for the determination of the entitlements under the Rights Issue
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Relevant Period”	the period commencing from the date falling six months prior to the date of the Announcement (i.e. 4 April 2025) and ending on and including the Latest Practicable Date

DEFINITIONS

“Rights Issue”	the proposed issue of the rights issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Prospectus Documents
“Rights Share(s)”	the Shares to be allotted and issued pursuant to the Rights Issue of up to 96,000,000 Shares (assuming no change in the number of Shares in issue on or before the Record Date)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)
“SGD”	Singapore dollar(s), the lawful currency of Singapore
“Share(s)”	ordinary shares of nominal value of 1.67 Hong Kong cents (rounded to two decimals) each in the share capital of the Company which include treasury Share(s), if any
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$1.58 per Rights Share
“substantial Shareholder”	has the same meaning ascribed thereto under the Listing Rule
“Sulfulon” or “Underwriter”	Sulfulon International Limited, a company incorporated in British Virgin Islands with limited liability which is wholly-owned by Mr. Zhang and a substantial shareholder of the Company, being interested in approximately 34.11% of the issued share capital of the Company as at the Latest Practicable Date
“Sulfulon Concert Group”	Mr. Zhang, Sulfulon and persons acting in concert with any of them (including Infinities Investment)
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Undertaken Shares”	39,170,000 Rights Shares, being the aggregate number of Rights Shares for which Sulfulon, Mr. Zhang and Infinities Investment have undertaken to subscribe pursuant to the Irrevocable Undertakings

DEFINITIONS

“Underwriting Agreement”	the underwriting agreement entered into between the Company and the Underwriter on 5 October 2025 in respect of the Rights Issue
“Underwritten Shares”	the Rights Shares 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
“Untaken Rights Shares”	those Rights Shares that are not taken up under the Placing
“Whitewash Waiver”	a waiver as may be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code of the obligations on the part of the Sulfulon to make a mandatory general offer under Rule 26 of the Takeovers Code for all the Shares of the Company not already owned or agreed to be acquired by the Sulfulon Concert Group as a result of taking up of the Rights Shares by Sulfulon pursuant to the Irrevocable Undertakings and the Underwriting Agreement
“%”	per cent.

EXPECTED TIMETABLE

Set out below is an expected timetable for the implementation of the Rights Issue, the Placing Agreement and the Underwriting Agreement, which is for indicative purposes only and has been prepared on the assumption that the Whitewash Waiver will be granted by the Executive, and the respective conditions contained in the Rights Issue, the Placing Agreement and the Underwriting Agreement will be fulfilled. The expected timetable is subject to change, and any changes will be announced by the Company as and when appropriate.

All times and dates stated in this circular refer to Hong Kong times and dates.

Events	Date
Latest time for lodging transfer of the Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Friday, 31 October 2025
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both dates inclusive)	Monday, 3 November 2025 to Friday, 7 November 2025
Latest time for lodging proxy forms for the EGM	11:00 a.m. on Wednesday, 5 November 2025
Record date for attendance and voting at the EGM	Friday, 7 November 2025
Expected date and time of the EGM to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder	11:00 a.m. on Friday, 7 November 2025
Announcement of the poll results of the EGM	Friday, 7 November 2025
Register of members of the Company re-opens	Monday, 10 November 2025
 The following events are conditional on the results of the EGM and fulfilment of the conditions relating to the implementation of the Rights Issue and therefore the dates are tentative only:	
Last day of dealings in the Shares on a cum-rights basis	Monday, 10 November 2025
First day of dealings in the Shares on an ex-rights basis	Tuesday, 11 November 2025
Latest time for the Shareholders to lodge transfer of Shares in order to be qualified for the Rights Issue	4:30 p.m. on Wednesday, 12 November 2025

EXPECTED TIMETABLE

Events	Date
Closure of register of members of the Company to determine the entitlements to the Rights Issue (both dates inclusive) ..	Thursday, 13 November 2025 to Wednesday, 19 November 2025
Record date for determining entitlements the Rights Issue	Wednesday, 19 November 2025
Register of members of the Company re-opens.....	Thursday, 20 November 2025
Despatch of the Prospectus Documents (including the PAL and the Prospectus, and in case of the Non-Qualifying Shareholders, the Prospectus for information purpose only)...	Thursday, 20 November 2025
First day of dealings in nil-paid Rights Shares	Monday, 24 November 2025
Latest time for splitting the PALs	4:30 p.m. on Wednesday, 26 November 2025
Last day of dealings in nil-paid Rights Shares	Monday, 1 December 2025
Latest time for acceptance of and payment for the Rights Shares.....	4:00 p.m. on Thursday, 4 December 2025
Announcement of the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares subject to Compensatory Arrangements	Tuesday, 9 December 2025
Commencement of placing of Unsubscribed Rights Shares and NQS Unsold Rights Shares by the Placing Agent, on a best-effort basis	Wednesday, 10 December 2025
Latest time of placing of Unsubscribed Rights Shares and NQS Unsold Rights Shares by the Placing Agent, on a best-effort basis	4:00 p.m. on Tuesday, 16 December 2025
Latest time for termination of the Placing Agreement for the Rights Issue to become unconditional	4:00 p.m. on Wednesday, 17 December 2025
Latest time for the termination of the Underwriting Agreement	4:00 p.m. on Monday, 22 December 2025
Announcement of results of the Rights Issue.....	Wednesday, 24 December 2025

EXPECTED TIMETABLE

Events	Date
Despatch of share certificates for fully-paid Rights Shares and refund cheques (if any), if the Rights Issue is terminated	Monday, 29 December 2025
Commencement of dealings in fully-paid Rights Shares	Tuesday, 30 December 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the Rights Shares	9:00 a.m. on Tuesday, 30 December 2025
Payment of Net Gain to relevant No Action Shareholders and Non-Qualifying Shareholders (if any)	Wednesday, 14 January 2026
Designated broker ceases to provide matching services for odd lots of the Rights Shares.....	4:00 p.m. on Wednesday, 21 January 2026

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

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong, or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 4 December 2025. 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, 4 December 2025. 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 in Hong Kong 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 the currently scheduled date, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

TERMINATION OF THE UNDERWRITING AGREEMENT

If prior to the Latest Time for Underwriting Termination, one or more of the following events or matters shall develop, occur, arise, exist or come into effect:

- (i) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever after the signing of Underwriting Agreement;
- (ii) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing, before and/or after the signing of the Underwriting Agreement and/or continuing after the signing of the Underwriting Agreement) of a social, political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets;
- (iii) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of any member of the Group;
- (iv) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, act of terrorism, strike or lock-out;
- (v) the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange whether due to exceptional financial circumstances or otherwise;
- (vi) any change or any development involving a prospective change or any event or circumstance likely to result in a change or development involving a prospective change, in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the People's Republic of China or other jurisdiction relevant to any member of the Group and a change in currency conditions for the purpose of this paragraph includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs;
- (vii) the circular and/or the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company in compliance with the Listing Rules;
- (viii) any order or petition for the winding up of any member of the Group or any composition or arrangement made by any member of the Group with its creditors or a scheme of arrangement entered into by any member of the Group or any resolution for the winding-up of any member of the Group or the appointment of a provisional liquidator, receiver or manager over all or part of the material assets or undertaking of any member of the Group or anything analogous thereto occurring in respect of any member of the Group;

TERMINATION OF THE UNDERWRITING AGREEMENT
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- (ix) any litigation, dispute, legal action, arbitration, proceeding or claim of any third party being threatened or instigated against any member of the Group;
- (x) a creditor takes possession of all or a material part of the business or asset of any member of the Group or any execution or other legal process is enforced against all or a material part of the business or assets of any member of the Group and is not discharged within seven (7) days or such longer period as the Underwriter may approve; or
- (xi) any breach of any of the warranties or undertakings or any omission to observe any of the obligations or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter,

which, individually or in aggregate, in the absolute opinion of the Underwriter:

- (a) has had or is/are likely to have a material adverse effect on the business or financial or trading position or prospects of the Group as a whole;
- (b) is/are likely to have a material adverse effect on the success of the Rights Issue or the level of the Rights Shares “taken up”; or
- (c) make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Underwriting Termination, to terminate the Underwriting Agreement.

Any such notice shall be served by the Underwriter prior to the Latest Time for Underwriting Termination.

If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. Further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter.



火岩控股
FIRE ROCK HOLDINGS

火岩控股有限公司
FIRE ROCK HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1909)

Executive Directors:

Mr. Zhou Zhiwei (*Chief Executive Officer*)
Mr. Gao Bo
Ms. Wong Yan
Mr. Victor Koa Jun Wei (*Chief Technology Officer*)

Registered Office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Independent Non-executive Directors:

Mr. Tam Chik Ngai Ambrose
Ms. Chow Woon San Shirley
Ms. Chiang Wing Yan

*Principal place of business
in Hong Kong:*

2201–2203, 22/F
World-Wide House Central
Hong Kong

24 October 2025

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON
RECORD DATE ON A NON-FULLY UNDERWRITTEN BASIS;
(II) CONNECTED TRANSACTION IN RELATION TO
THE UNDERWRITING AGREEMENT;
(III) APPLICATION FOR WHITEWASH WAIVER;
AND
(IV) NOTICE OF EGM**

INTRODUCTION

Reference is made to the Announcement in relation to, among other matters, the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) further details of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder; (iii) a letter of advice from the Joint Independent Financial Advisers to the Independent Board Committee and the Independent Shareholders on the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder; (iv) other information required under the Listing Rules and the Takeovers Code; and (v) a notice convening the EGM.

PROPOSED RIGHTS ISSUE

The Company proposes to implement the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$1.58 per Rights Share, to raise up to HK\$151,680,000 before expenses (assuming no change in the issued share capital of the Company on or before the Record Date, and all the Qualifying Shareholders taking up their respective allotment of Rights Shares in full) by way of the rights issuing up to 96,000,000 Rights Shares (assuming as aforesaid) to the Qualifying Shareholders. The Rights Issue will not be extended to the Non-Qualifying Shareholders.

Issue statistic

Basis of the Rights Issue	: One (1) Rights Share for every two (2) Shares held on the Record Date
Subscription Price	: HK\$ 1.58 per Rights Share
Number of existing Shares in issue at the Latest Practicable Date	: 192,000,000 Shares
Number of Rights Shares	: Up to 96,000,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date), representing 50% of the Company's total issued number of Shares as at the Latest Practicable Date and approximately 33.3% of the enlarged issued share capital of the Company upon completion of the Rights Issue.
Gross proceeds and net proceeds	: Assuming no change in the issued share capital of the Company on or before the Record Date, and all the Qualifying Shareholders taking up their respective allotment of Rights Shares in full:

Gross proceeds: up to HK\$151.68 million

Net proceeds (after deducting the estimated expenses): up to approximately HK\$150.88 million

LETTER FROM THE BOARD

Aggregate nominal value : Up to HK\$1,600,000
of the Rights Shares

As at the Latest Practicable Date, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

Subscription Price

The Subscription Price is HK\$1.58 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 25.12% to the closing price of HK\$2.11 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 20.20% to the closing price of HK\$1.98 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 27.85% to the average closing price per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day of approximately HK\$2.19 per Share;
- (iv) a discount of approximately 24.40% to the average closing price per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day of approximately HK\$2.09 per Share;
- (v) a discount of approximately 14.59% to the theoretical ex-rights price of approximately HK\$1.85 per Share based on the closing price of HK\$1.98 per Share as quoted on the Stock Exchange on the Last Trading Day and number of Shares in issue as at the date of the Announcement;
- (vi) a premium of approximately 166.12% to the latest published audited consolidated net asset value per Share as at 31 December 2024 of approximately HK\$0.59 (based on the annual report for the year ended 31 December 2024 of the Company);
- (vii) a premium of approximately 195.74% to the latest published unaudited consolidated net asset value per Share as at 30 June 2025 of approximately HK\$0.53 (based on the interim report for the six months ended 30 June 2025 of the Company); and

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(viii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 9.13%, represented by the theoretical diluted price of approximately HK\$1.99 per Share to the benchmarked price (as defined under 7.27B of the Listing Rules, taking into account the closing price on the Last Trading Day of HK\$1.98 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of the Announcement of approximately HK\$2.19 per Share) of approximately HK\$2.19 per Share.

The net price per Rights Share (i.e. Subscription Price with cost and expenses incurred in the Rights Issue deducted) upon full acceptance of the provisional allotment of Rights Shares is estimated to be approximately HK\$1.57.

The Subscription Price was determined with reference to, among other things, (i) the market price of the Shares under the prevailing market conditions taking into consideration the relatively cautious investment sentiment of the general public investors in Hong Kong amid economic uncertainties; (ii) the low trading volume of the Shares for the three months immediately preceding and up to the Last Trading Day, the Company's average daily trading volume of approximately 145,539 Shares represented merely approximately 0.08% of the total number of issued Shares as at the Last Trading Day; (iii) the latest business performance and financial position of the Group as discussed in the section head "Financial and Trading Prospects of the Group" in Appendix I; and (iv) the reasons for and benefits of proposed Rights Issue as discussed in the section headed "Reasons for and benefits of the Rights Issue and intended use of proceeds" the amount of funds the Company intends to raise under the Rights Issue in this circular. The Directors consider that the Rights Issue will provide the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Group and the Subscription Price at a discount to the current market price of the Shares would enhance the attractiveness of the Rights Issue and encourage the Qualifying Shareholders to take up their entitlements, thereby minimising possible dilution impact. Each Qualifying Shareholder will be entitled to subscribe for the Rights Shares at the same Subscription Price in proportion to his/her/its shareholding held on the Record Date.

After taking into consideration the reasons for the Rights Issue as stated in the section headed "Reasons for and benefits of the Rights Issue and intended use of proceeds" in this circular, the Directors (including the independent non-executive Directors after taking into account the advice of the Joint Independent Financial Advisers) consider that, the terms of the proposed Rights Issue, including the Subscription Price, are fair and reasonable and in the best interests of the Company and the Shareholders (including the Independent Shareholders) as a whole.

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Qualifying Shareholders

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

In order to be registered as members of the Company at the close of business on the Record Date, all transfers of the Shares (together with the relevant share certificate(s) and/or instrument(s) of transfer) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Wednesday, 12 November 2025.

It is expected that the last day of dealings in the Shares on a cum-rights basis is Monday, 10 November 2025, and the Shares will be dealt with on an ex-rights basis from Tuesday, 11 November 2025.

Subject to the registration of the Prospectus Documents in accordance with the applicable laws and regulations, the Company will despatch the Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date and will despatch the Prospectus only (without the PAL) to the Non-Qualifying Shareholder for their information only.

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

Rights of Overseas Shareholders (if any)

The Prospectus Documents are not intended to be registered 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 explained below. As at Latest Practicable Date, there were a total of eight (8) Overseas Shareholders with addresses in the PRC and the British Virgin Islands.

The Company has, in compliance with Rule 13.36(2)(a) of the Listing Rules, made reasonable enquiries of the legal requirements regarding the feasibility of extending the Rights Issue to the Overseas Shareholders. Based on the relevant legal advice provided by the legal advisers engaged by the Company and having considered the circumstances as at the Latest Practicable Date, the Directors are of the view that the relevant overseas legal restrictions and requirements of the relevant regulatory body or the Stock Exchange do not make it necessary or expedient to exclude the Overseas Shareholders with registered addresses in the PRC and the British Virgin Islands from the Rights Issue. Accordingly, the Rights Issue will be offered to the Overseas Shareholders in those jurisdictions.

The Company will continue to ascertain whether there are any other Overseas Shareholders as at the Record Date and will, if necessary, make further enquiries with legal advisers in other overseas jurisdictions regarding the feasibility of extending the Rights Issue to such Overseas Shareholders as at the Record Date and make relevant disclosure in the Prospectus.

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The Company will despatch the Prospectus (without the PAL) to the Non-Qualifying Shareholders (if any) for their information only on the Prospectus Posting Date.

The Non-Qualifying Shareholders (which are excluded from the Rights Issue) will not have any entitlement under the Rights Issue. However, arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in their nil-paid form as soon as practicable after dealings in their nil-paid Rights Shares commence and before dealings in the Rights Shares in their nil-paid form end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, will be paid pro rata (but rounded down to the nearest cent) to the Non-Qualifying Shareholders in Hong Kong dollars, except that the Company will retain individual amounts of less than HK\$100 for its own benefit.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue, subject to the results of enquiries made by the Directors pursuant to Rule 13.36(2) of the Listing Rules. The Company reserves the right to treat as invalid any acceptance of Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Closure of register of members

The register of members of the Company will be closed from Thursday, 13 November 2025 to Wednesday, 19 November 2025 (both days inclusive) for determining the entitlements to the Rights Issue. No transfer of the Shares will be registered during this period.

Basis of provisional allotment

The basis of the provisional allotment shall be one (1) Rights Share (in nil-paid form) for every two (2) Shares in issue and held by the Qualifying Shareholders at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

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

If a Qualifying Shareholder wishes to accept only a part of, or to renounce or transfer a part of, the Rights Shares provisionally allotted to him/her/it under the PAL, such Qualifying Shareholder will need to split his/her/its PAL into the denominations required. Details as to how to split the PALs will be set out in the Prospectus.

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Fractional entitlements to the Rights Shares

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number of a Share) and sold by the Company in the open market if a premium (net of expenses) can be obtained. Any of the Rights Shares remain unsold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Arrangement on odd lot

In order to facilitate the trading of odd lots of the Shares arising from the Rights Issue, Wilson Securities Limited has been appointed as agent to match the purchase and sale of odd lots of the Shares at the relevant market price per Share for the period from 9:00 a.m. on Tuesday, 30 December 2025 to 4:00 p.m. on Wednesday, 21 January 2026) (both dates inclusive), on a best efforts basis. Details of the odd lots arrangement will be provided in the Prospectus. Holders of odd lots of Shares should note that successful matching of the sale and purchase of odd lots of Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers.

Status of the Rights Shares

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

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

Sulfulon, a substantial shareholder of the Company as at the time of conducting the Rights Issue, will act as the Underwriter. Pursuant to Rule 7.21(2) of the Listing Rules, the Company will make arrangements described in Rule 7.21(1)(b) of the Listing Rules to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares only to independent placees who and whose ultimate beneficial owner(s) are Independent Third Party(ies), for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

Accordingly, on 5 October 2025, the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the Placing Period to placee(s) who and whose ultimate beneficial owner(s) are Independent Third Party(ies) on a best-effort basis. Any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders and Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will, on a best-effort basis, procure, by not later than 4:00 p.m. on Tuesday, 16 December 2025, placees for all (or as many as possible) of the

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Unsubscribed Rights Shares and the NQS Unsold Rights Shares. The principal terms and conditions of the Placing Agreement are set out in the section headed “Proposed Rights Issue — Placing Agreement” below. Any Unsubscribed Rights Shares and NQS Unsold Rights Shares which are not placed under the Compensatory Arrangements will be taken up by the Underwriter to an extent pursuant to the Underwriting Agreement and the remaining Rights Shares (if any) will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

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

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

If and to the extent in respect of any Net Gain, any No Action Shareholders or Non-Qualifying Shareholders become entitled on the basis described above to an amount of (i) more than HK\$100, the entire amount will be paid to the relevant No Action Shareholders or Non-Qualifying Shareholders in Hong Kong Dollars only; or (ii) HK\$100 or less, such amount will be retained by the Company for its own benefit.

Placing Agreement

Details of the Placing Agreement are summarised as follows:

Date	: 5 October 2025
Issuer	: The Company
Placing Agent	: SBI China Capital Financial Services Limited was appointed as the Placing Agent to procure, on a best-effort basis, placees to subscribe for the Unsubscribed Rights Shares and NQS Unsold Rights Shares during the Placing Period.

The Placing Agent is a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. The Placing Agent and its ultimate beneficial owner(s) are not interested in any Shares and are Independent Third Parties.

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- Placing Period : The period commencing from 10 December 2025 and ending on 4:00 p.m. on 16 December 2025, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Compensatory Arrangements.
- Commission and expenses : Subject to the fulfilment of the conditions set out in the Placing Agreement and the completion of the Placing, the Company shall pay to the Placing Agent in respect of the Placing, a Placing Commission, in Hong Kong dollars, HK\$100,000, pursuant to the terms of the Placing Agreement.
- Placing price of the Unsubscribed Rights Shares and NQS Unsold Rights Shares : The placing price of the Unsubscribed Rights Shares and/or NQS Unsold Rights Shares (as the case may be) shall be not less than the Subscription Price and the final price determination will be dependent on the demand for and the market conditions of the Unsubscribed Rights Shares and/or NQS Unsold Rights Shares during the process of placement.
- Placees : The Unsubscribed Rights Shares and NQS Unsold Rights Shares shall only be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies).
- Ranking of the placed Unsubscribed Rights Shares and NQS Unsold Rights Shares : The Unsubscribed Rights Shares and NQS Unsold Rights Shares (when placed, allotted, issued and fully paid, if any) shall rank *pari passu* in all respects among themselves and with the existing Shares then in issue.
- Conditions Precedent : The obligations of the Placing Agent under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled:
- (i) the Independent Shareholders passing (a) the ordinary resolutions at the EGM to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder; and (b) the special resolution at the EGM to approve the Whitewash Waiver;
 - (ii) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Underwriting Termination;

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- (iii) the SFC having granted the Whitewash Waiver;
- (iv) the Company's warranties contained in the Placing Agreement remain true and accurate and not misleading in all material respects at all time prior to the date of completion of the Rights Issue; and
- (v) the Stock Exchange granting the listing of, and permission to deal in, the Unsubscribed Rights Shares and the NQS Unsold Rights Shares with or without conditions.

None of the above conditions precedent are capable of being waived by the parties to the Placing Agreement. As at the Latest Practicable Date, none of the above conditions precedent has been fulfilled.

In the event that the above condition precedents have not been fulfilled on or before the completion of the Rights Issue, all rights, obligations and liabilities of the parties thereunder in relation to the Placing shall cease and determine and none of the parties shall have any claim against the other in respect of the Placing (save for any antecedent breaches thereof prior to such termination).

Termination : The obligations of the Placing Agent under the Placing Agreement will be terminated if all of the Rights Shares have been accepted by the Qualifying Shareholders on or before the Latest Time for Acceptance.

The engagement between the Company and the Placing Agent of the Unsubscribed Rights Shares and NQS Unsold Rights Shares (including the commission payable) was determined after arm's length negotiation between the Placing Agent and the Company and is on normal commercial terms, the existing financial position of the Group, the size of the Rights Issue, and the current and expected market conditions. The Directors consider that the terms of Placing Agreement in respect of the Unsubscribed Rights Shares and NQS Unsold Rights Shares (including the commission payable) are fair and reasonable, and on normal commercial terms.

As explained above, the Rights Shares that are not accepted by the Qualifying Shareholders, together with the Rights Shares that the Non-Qualifying Shareholders are entitled to under the Rights Issue, will be placed by the Placing Agent only to Independent Third Parties on a best-effort basis for the benefits of the No Action Shareholders and Non-Qualifying Shareholders. If all or any of the Unsubscribed Rights Shares and NQS Unsold Rights Shares are successfully placed, any Net Gain will be distributed to the relevant No Action Shareholders and Non-Qualifying Shareholders. Any NQS Unsold Rights Shares and/or Unsubscribed Rights Shares that are not placed by the Placing Agent and not taken up by the

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Underwriter will not be issued by the Company. Furthermore, the Placing Agent shall ensure the Placing will not result in the Company's non-compliance with the Public Float Requirement immediately following the Placing. As at the Latest Practicable Date, the Placing Agent has not identified any Placee(s).

The Directors considered that the Compensatory Arrangements are fair and reasonable and provide adequate safeguard to protect the interests of the Company's minority Shareholders since the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to the Company; (ii) an additional channel of participation in the Rights Issue for independent Qualifying Shareholders and the Non-Qualifying Shareholders; and (iii) a compensatory mechanism for the No Action Shareholders and Non-Qualifying Shareholders. As such, the Directors are of view that the Compensatory Arrangements are in the interest of the minority Shareholders.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be sent to those entitled thereto by ordinary post at their own risk to their registered addresses on or before Monday, 29 December 2025.

Refund cheques in respect of wholly or partially unsuccessful applications for Rights Shares, or if the Rights Issue does not proceed, are expected to be despatched on or before Monday, 29 December 2025 to the applicants without interest to their registered addresses by ordinary post at their own risks.

Application for listing of the Rights Shares

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares in the board lot of size of 2,000 Rights Shares, in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue.

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

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

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

None of the existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, the Rights Shares will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf. It is emphasised that none of the Company, the Directors or any other parties involved in the Rights Issue accepts responsibility for any tax effects or liabilities of holders of the Rights Shares resulting from the purchase, holding or disposal of, or dealing in the Rights Shares in both their nil-paid and fully-paid forms.

Irrevocable Undertakings

As at the Latest Practicable Date, Mr. Zhang is interested in 78,340,000 Shares in total, representing approximately 40.8% of the issued share capital of the Company, of which 3,840,000 Shares are held by Mr. Zhang directly as beneficial owner (representing approximately 2.00% of the issued share capital of the Company), 65,500,000 Shares are held by Mr. Zhang indirectly through Sulfulon (representing approximately 34.11% of the issued share capital of the Company) and 9,000,000 Shares are held by Mr. Zhang indirectly through Infinities Investment (representing approximately 4.69% of the issued share capital of the Company), respectively.

Pursuant to the Irrevocable Undertakings, each of Mr. Zhang, Sulfulon and Infinities Investment has unconditionally and irrevocably undertaken to the Company, among other things, that (i) he/it will not sell or transfer such Shares before the Latest Time for Acceptance or the termination of the Rights Issue; and (ii) he/it will accept and pay for the full entitlements to the provisional allotment under the Rights Issue, being 1,920,000 Rights Shares for Mr. Zhang, 32,750,000 Rights Shares for Sulfulon, and 4,500,000 Rights Shares for Infinities Investment.

THE UNDERWRITING AGREEMENT

On 5 October 2025, the Company and the Underwriter entered into the Underwriting Agreement, pursuant to which the Rights Shares (other than those Rights Shares subject to the Irrevocable Undertakings) will be non-fully underwritten by the Underwriter in accordance with the terms of the Underwriting Agreement as described below.

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Underwriting Agreement

Date : 5 October 2025

Issuer : The Company

Underwriter : Sulfulon

Sulfulon is a company incorporated in the British Virgin Islands with limited liability which is principally engaged in investment holding and does not engage in securities underwriting as part of its ordinary course of business. As at the Latest Practicable Date, Sulfulon is beneficially interested in 65,500,000 Shares, representing approximately 34.11% of the total issued share capital of the Company and is a controlling shareholder of the Company. As such, the Underwriter complies with Rule 7.19(1)(b) of the Listing Rules. The ultimate beneficial owner of Sulfulon is Mr. Zhang.

Number of Rights Shares underwritten by the Underwriter : Sulfulon has (other than the Rights Shares agreed to be taken up by Sulfulon, Mr. Zhang and Infinities Investment under the Irrevocable Undertakings) conditionally agreed to underwrite such number of Rights Shares not taken up under the Compensatory Arrangements, which together with the Shares already held by the Sulfulon Concert Group and the Undertaken Shares, and depending on the number of Untaken Rights Shares, up to 51% of the total enlarged issued share capital of the Company at completion of the Rights Issue. For the avoidance of doubt, no further Rights Share will be taken by Sulfulon under the Underwriting Agreement, when the number of Shares held by Sulfulon Concert Group (together with the Undertaken Shares) have already reached 51% of the total enlarged issued share capital of the Company at completion of the Rights Issue. The remaining Rights Shares (if any) will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Commission : The Underwriter will not receive any underwriting commission

Public Float Requirement : The Company and the Underwriter shall ensure the Company complies with the Public Float Requirement upon completion of the Underwriting Agreement.

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The terms of the Underwriting Agreement (including the commission rate) were determined after arm's length negotiation between the Company and the Underwriter by reference to the financial position of the Group, the size of the Rights Issue, the current and expected market condition and the prevailing market rate. Having considered the terms of the Underwriting Agreement, including that no commission is payable to the Underwriter, the Directors (including the independent non-executive Directors after taking into account the advice of the Joint Independent Financial Advisers) consider that the Underwriting Agreement is on normal commercial terms or better and is fair and reasonable so far as the Company and the Shareholders (including the Independent Shareholders) as a whole are concerned.

Termination of the Underwriting Agreement

If prior to the Latest Time for Underwriting Termination, one or more of the following events or matters shall develop, occur, arise, exist or come into effect:

- (i) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever after the signing of Underwriting Agreement;
- (ii) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing, before and/or after the signing of the Underwriting Agreement and/or continuing after the signing of the Underwriting Agreement) of a social, political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets;
- (iii) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of any member of the Group;
- (iv) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, act of terrorism, strike or lock-out;
- (v) the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange whether due to exceptional financial circumstances or otherwise;
- (vi) any change or any development involving a prospective change or any event or circumstance likely to result in a change or development involving a prospective change, in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to any member of the Group and a change in currency conditions for the purpose of this paragraph includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs;

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- (vii) this circular and/or the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company in compliance with the Listing Rules;
- (viii) any order or petition for the winding up of any member of the Group or any composition or arrangement made by any member of the Group with its creditors or a scheme of arrangement entered into by any member of the Group or any resolution for the winding-up of any member of the Group or the appointment of a provisional liquidator, receiver or manager over all or part of the material assets or undertaking of any member of the Group or anything analogous thereto occurring in respect of any member of the Group;
- (ix) any litigation, dispute, legal action, arbitration, proceeding or claim of any third party being threatened or instigated against any member of the Group;
- (x) a creditor takes possession of all or a material part of the business or asset of any member of the Group or any execution or other legal process is enforced against all or a material part of the business or assets of any member of the Group and is not discharged within seven (7) days or such longer period as the Underwriter may approve; or
- (xi) any breach of any of the warranties or undertakings or any omission to observe any of the obligations or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter,

which, individually or in aggregate, in the absolute opinion of the Underwriter:

- (a) has had or is/are likely to have a material adverse effect on the business or financial or trading position or prospects of the Group as a whole;
- (b) is/are likely to have a material adverse effect on the success of the Rights Issue or the level of the Rights Shares “taken up”; or
- (c) make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Underwriting Termination, to terminate the Underwriting Agreement.

Any such notice shall be served by the Underwriter prior to the Latest Time for Underwriting Termination.

If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. Further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

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Conditions of the Rights Issue

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

- (i) the passing of all necessary resolutions by the Independent Shareholders to be proposed at the EGM for approving the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder;
- (ii) the delivery of the Prospectus Documents to the Stock Exchange and the issue by the Stock Exchange on or before the Prospectus Posting Date of a certificate authorising registration of the Prospectus Documents with the Registrar of Companies in Hong Kong;
- (iii) following registration, the posting of the Prospectus Documents to the Qualifying Shareholders and the Prospectus only (without the PAL) to the Non-Qualifying Shareholder for their information only and the publication of the Prospectus on the website of the Stock Exchange on or before the Prospectus Posting Date;
- (iv) the grant of listing of the Rights Shares (in both nil-paid and fully-paid forms) by the Listing Committee of the Stock Exchange (either unconditionally or subject only to the allotment and despatch of the share certificates in respect thereof) and the grant of permission to deal in the nil-paid Rights Shares and the fully-paid Rights Shares by the Stock Exchange (and such permission and listing not subsequently having been withdrawn or revoked);
- (v) the Executive granting the Whitewash Waiver and the satisfaction of any condition attached to the Whitewash Waiver granted;
- (vi) the Placing Agreement not having been terminated in accordance with the provisions thereof;
- (vii) the obligations of the Underwriter under the Underwriting Agreement not being terminated in accordance with its terms and conditions;
- (viii) compliance with and performance of all undertakings and obligations of the Company pursuant to the terms and conditions of the Underwriting Agreement; and
- (ix) the compliance with and performance of all the undertakings and obligations of Sulfulon, Mr. Zhang and Infinities Investment under the Underwriting Agreement and the Irrevocable Undertakings.

None of the above conditions precedent can be waived. If any of the above conditions are not fulfilled at or before the Latest Time for Underwriting Termination, the Rights Issue will not proceed and no party will have any claim against any other party save for any antecedent breaches and claims thereof. As at the Latest Practicable Date, none of the above conditions precedent has been fulfilled.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND INTENDED USE OF PROCEEDS

The Group is principally engaged in the development of browser, mobile games (including game design, programming and graphics) and computer software related to game operation, on the basis of which the Group licenses its self-developed browser and mobile games to licensed operators around the world, assists third parties in promoting game-related business and provides intellectual property rights licensing services to enterprises. The Group also self-operates its self-developed game products in overseas markets. The net proceeds from the Rights Issue, if fully subscribed, are estimated to be up to approximately HK\$150.88 million (assuming no change in the number of Shares in issue on or before the Record Date).

Set out below is the breakdown (the “**Net Proceeds Usage Items**”) of and the expected timeline for the use of the Net Proceeds:

Use of Net Proceeds	Allocation of the Net Proceeds HK\$' million (approximate)	Percentage of the Net Proceeds %	Expected timeline on utilisation
Build up a new development team in the PRC including the recruitment of approximately 8–10 professional staff members and the purchase of necessary office equipment, IT software and hardware	12.7	8.4%	By 31 December 2026
Set up a development base in Indonesia including the rental of a new office in Indonesia, the recruitment of 15–20 local professional and support staff members and the purchase of necessary office equipment, IT software and hardware	11.6	7.7%	By 31 December 2026
Acquisition of new simulation games (3–4 games) including purchase of the patents, trademarks, intellectual properties and licenses (if any)	42.1	27.9%	By 31 December 2026
Marketing for existing games and new games in Indonesia and other markets in Southeast Asia including advertising campaigns, promotion events and purchase of promotional materials	56.9	37.7%	By 31 December 2026

LETTER FROM THE BOARD

Use of Net Proceeds	Allocation of the Net Proceeds <i>HK\$' million</i> <i>(approximate)</i>	Percentage of the Net Proceeds <i>%</i>	Expected timeline on utilisation
General working capital for the Group including but not limited to staff salary, Directors' remuneration, office rent and rates, professional fees (including but not limited to legal advisers and auditors), listing annual fee, and other administrative overheads	27.6	18.3%	By 31 December 2026
	<u>150.9</u>	<u>100%</u>	

As disclosed in the interim report of the Group for the six months ended 30 June 2025, the Group's cash and cash equivalents as at 30 June 2025 amounted to approximately HK\$49.9 million. The Group intends to use such existing cash and cash equivalents (subject to future changes depending on the Group's actual needs) for (i) payroll expenses to the Group's existing employees; (ii) the enhancement of corporate image in Southeast Asia; (iii) legal and professional fees; and (iv) general working capital for the Group. As such, the management considers that it is necessary for the Company to conduct the Rights Issue for funding the Net Proceeds Usage Items set out above.

The Rights Issue will proceed irrespective of the level of acceptance of provisionally allotted Rights Shares. In the event that there is an under-subscription of the Rights Issue, the net proceeds of the Rights Issue will be allocated and utilised in accordance with the percentage allocated to the Net Proceeds Usage Items as shown above. As at the Latest Practicable Date, the Group expects to utilise the net proceeds from the Rights Issue, by 31 December 2026. The estimated net subscription price per Rights Share after deducting the related expenses of the Rights Issue is expected to be approximately HK\$1.57.

Apart from the Rights Issue, the Board has considered alternative financing means prior to resolving to the Rights Issue, including but not limited to debt financing, and other equity fund raising approaches such as placing of new Shares and open offer. The Board's views and the other approach attempted by the Company are set forth as follows:

- (i) in respect of debt financing, it may not be the most practicable financing plan for the Group to meet its capital needs, as debt financing may involve lengthy negotiation with financial institutions, and will incur additional interest burden of the Company and create pressure on the liquidity of the Company;
- (ii) for the placing of new Shares, the Company had attempted to place, up to an aggregate of 38,400,000 new Shares under the general mandate in June 2025. However, the proposed placing did not proceed as the relevant placing agreement lapsed due to the failure of fulfilment of the conditions precedent therein within the prescribed timeframe; and

LETTER FROM THE BOARD

- (iii) as for open offer, as it does not allow free trading of rights entitlements in the open market, the open offer would offer less flexibility to the Qualifying Shareholders as opposed to the Rights Issue, which render it less favorable to the Shareholders.

Having considered the alternative financing means and based on the considerations and reasons above, the Board is of the view that the Rights Issue will provide an opportunity to raise capital for the Company to accommodate the funding need for the operation and expansion of the Group, as well as whilst increasing the capital base and financial position of the Company and give the Qualifying Shareholders equal opportunity to maintain their respective pro-rata shareholding interests in the Company. Hence, the Board considers that fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders should note that their shareholdings will be diluted.

Timeline for intended use of proceeds

The table below sets forth the breakdown of and the expected detailed timeline for the Net Proceeds Usage Items, subject to change based on the Group's actual needs at such time and the future development of market conditions.

	Expected timeline on utilisation (percentage of the Net Proceeds)				
	2026 Jan-Mar	2026 Apr-Jun	2026 Jul-Sep	2026 Oct-Dec	Total
Use of Net Proceeds					
Build up a new development team in the PRC including the recruitment of approximately 8–10 professional staff members and the purchase of necessary office equipment, IT software and hardware					
— Salary, allowance and bonus for the new development team members	1.36%	1.36%	1.36%	1.36%	5.44%
— Purchase office equipment (e.g computer and virtual meeting system) , IT softwares and user license (e.g game design programme), and hardware (e.g. standalone server and cloud server)	1.46%	0.50%	0.50%	0.50%	2.96%
	2.82%	1.86%	1.86%	1.86%	8.40%
Set up a development base in Indonesia including the rental of a new office in Indonesia, the recruitment of 15–20 local professional and support staff members and the purchase of necessary office equipment, IT software and hardware					
— Salary, allowance and bonus for the local professional and support staff members	1.27%	1.27%	1.27%	1.27%	5.08%
— Purchase office equipment (e.g computer and virtual meeting system) , IT softwares and user license (e.g game design programme), and hardware (e.g. standalone server and cloud server)	1.10%	0.24%	0.24%	0.24%	1.82%
— Office rent	0.20%	0.20%	0.20%	0.20%	0.80%

LETTER FROM THE BOARD

	Expected timeline on utilisation (percentage of the Net Proceeds)				Total
	2026 Jan-Mar 2.57%	2026 Apr-Jun 1.71%	2026 Jul-Sep 1.71%	2026 Oct-Dec 1.71%	
Acquisition of new simulation games (3–4 games) including purchase of the patents, trademarks, intellectual properties and licenses (if any)					
— Acquisition of mobile RPG/SLG games (role-playing and simulation games)	0.98%	1.95%	5.20%	1.30%	9.43%
— Acquisition of mobile SLG games (traditional simulation games)	0.00%	0.65%	2.28%	5.85%	8.78%
— Acquisition of mobile CCG games (Collectible card games with SLG games features)	0.00%	1.30%	2.28%	1.30%	4.88%
— Acquisition of mobile casual SLG games	0.26%	3.25%	0.00%	1.30%	4.81%
	1.24%	7.15%	9.76%	9.75%	27.90%
Marketing for existing games and new games in Indonesia and other markets in Southeast Asia including advertising campaigns, promotion events and purchase of promotional materials					
— Advertisement on social media	0.49%	0.49%	0.49%	0.49%	1.96%
— Offline PR/KOL Event (including souvenirs and gifts)	2.92%	4.22%	2.92%	4.22%	14.28%
— Sponsor events and game shows	2.93%	2.93%	2.93%	2.93%	11.72%
— KOL live game	0.97%	1.95%	3.41%	3.41%	9.74%
	7.31%	9.59%	9.75%	11.05%	37.70%
General working capital for the Group including but not limited to staff salary, Directors' remuneration, office rent and rates, professional fees (including but not limited to legal advisers and auditors), listing annual fee, and other administrative overheads					
— Salary and Directors' remuneration	1.95%	1.95%	1.95%	2.59%	8.44%
— Office rent and rates	0.49%	0.49%	0.49%	0.49%	1.96%
— Professional fees	1.30%	0.33%	1.30%	0.33%	3.26%
— Other administrative overheads	1.16%	1.16%	1.16%	1.16%	4.64%
	4.90%	3.93%	4.90%	4.57%	18.30%
Total	18.84%	24.24%	27.98%	28.94%	100%

LETTER FROM THE BOARD

In respect of utilising around 37.70% of the net proceeds from the Rights Issue for marketing purpose as mentioned above, the Company wishes to highlight that the management plans to expand the Group's business into Indonesia, Vietnam, and Malaysia markets (following Singapore and Thailand). Since these markets have unique business environments, each with distinct languages, cultures, and game style preferences, the management believes that adequate resources to launch marketing campaigns is key to break into those competitive markets. The Company intends to allocate approximately HK\$56.88 million (approximately 37.70%) of the Net Proceeds in the following manner:

- (i) approximately HK\$2.96 million (approximately 1.96%) will be used for advertisements on social media such as Google, Facebook, game forums, YouTube, gaming magazines and the online game payment gateways;
- (ii) approximately HK\$21.55 million (approximately 14.28%) will be used for organizing offline PR/KOL events (such as player gathering) with souvenirs, gifts and other marketing materials on a regular basis for loyalty or high-payment game players;
- (iii) approximately HK\$17.68 million (approximately 11.72%) will be used for sponsoring events and game shows such as game exhibitions, offline game shows in each market, game competitions and industry conferences to promote our games; and
- (iv) approximately HK\$14.69 million (approximately 9.74%) will be used for sponsoring KOL live game show on a monthly basis. The Company plans to engage at least 8–10 local KOLs to promote new and existing games in Indonesia, Vietnam and Malaysia.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE OF THE COMPANY

Sets out the shareholding structure of the Company (i) as at the Latest Practicable Date and (ii) immediately upon completion of the Rights Issue:

Name of Shareholder	As at the Latest Practicable Date		Immediately after completion of the Rights Issue (assuming full acceptance of the Rights Shares by all Qualifying Shareholders and all of the Unsubscribed Rights Shares and NQS Unsold Rights Shares have been placed by the Placing Agent)		Immediately after completion of the Rights Issue (assuming only Sulfulon, Mr. Zhang and Infinities Investment have taken up on the Rights Shares pursuant to the Irrevocable Undertakings and the Underwriting Agreement and none of the Unsubscribed Rights Shares and NQS Unsold Rights Shares have been placed by the Placing Agent) (Note 2)	
	Number of shares	Approx. %	Number of shares	Approx. %	Number of shares	Approx. %
The Sulfulon Concert Group						
Mr. Zhang ¹	3,840,000	2.0%	5,760,000	2.0%	5,760,000	2.5%
Sulfulon ¹	65,500,000	34.1%	98,250,000	34.1%	99,039,184	42.7%
Infinities Investment ¹	9,000,000	4.7%	13,500,000	4.7%	13,500,000	5.8%
Sub-total	78,340,000	40.8%	117,510,000	40.8%	118,299,184	51.0% ²
Public Shareholders	113,660,000	59.2%	170,490,000	59.2%	113,660,000	49.0%
Total	192,000,000	100%	288,000,000	100%	231,959,184	100%

Note:

- As at the Latest Practicable Date, Mr. Zhang is interested in approximately 40.80% of the total issued Shares of the Company, i.e. 78,340,000 Shares, comprising of:
 - 3,840,000 Shares owned by him directly, representing approximately 2.00% of the issued share capital of the Company;
 - 65,500,000 Shares (representing approximately 34.11% of the issued share capital of the Company) held by Sulfulon, where Mr. Zhang is interested in the entire issued share capital of Sulfulon and he is therefore deemed to be interested in the Shares held by Sulfulon by virtue of the SFO; and
 - 9,000,000 Shares (representing approximately 4.69% of the issued share capital of the Company) held by Infinities Investment, where Mr. Zhang is interested in the entire issued share capital of Infinities Investment, which is wholly-owned by Infinities Super Holding Limited. Infinities Super Holding Limited is a company incorporated in the Cayman Islands with limited liability and is wholly-owned by Mr. Zhang. Therefore, Mr. Zhang is deemed to be interested in the Shares held by Infinities Investment by virtue of the SFO.
- As at the Latest Practicable Date, each of Mr. Zhang, Sulfulon and Infinities Investment has provided Irrevocable Undertakings to the Company; and Sulfulon, acting as the Underwriter, has entered into the Underwriting Agreement with the Company on 5 October 2025. For details, please refer to the section headed “Proposed Rights Issue — Irrevocable Undertakings” and the section headed “Proposed Rights Issue — The Underwriting Agreement” in this circular.
- As at the Latest Practicable Date, none of the Directors and/or their respective connected persons was directly or indirectly interested in any Shares.

LETTER FROM THE BOARD

4. The Company will take all appropriate steps to ensure the sufficient public float being maintained for the purpose of complying with the Public Float Requirement.

INTENTION OF THE SULFULON CONCERT GROUP

Sulfulon, acting as the Underwriter, is a controlling shareholder of the Company, being interested in approximately 34.11% of the total issued share capital of the Company, as at the Latest Practicable Date and will continue to be a controlling shareholder of the Company upon the allotment and issue of the Rights Shares. It is the intention of the Sulfulon Concert Group to continue the existing businesses of the Group, and they have no intention to (i) introduce any major changes to the businesses of the Group (including any redeployment of the fixed assets of the Group); (ii) downsize, cease or dispose of any existing businesses, operations and assets of the Group; or (iii) terminate the continued employment of the employees of the Group.

FUND RAISING EXERCISE OF THE COMPANY IN THE PAST 12 MONTHS

The Company had not conducted any fund raising activities in the past 12 months immediately preceding the Latest Practicable Date.

TAKEOVERS CODE IMPLICATIONS AND APPLICATION FOR THE WHITEWASH WAIVER

As at the Latest Practicable Date, the Sulfulon Concert Group is interested in 78,340,000 Shares in aggregate, representing approximately 40.8% of the existing issued share capital of the Company.

Assuming (i) there is no change in the number of issued Shares from the Latest Practicable Date up to and including the date of completion of the Rights Issue; (ii) none of the Qualifying Shareholders other than Mr. Zhang, Sulfulon and Infinities Investment have taken up their entitlements under the Rights Issue; and (iii) none of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent, (I) the aggregate interests in the Company held by the Sulfulon Concert Group upon the completion of the Rights Issue will increase from the current level of approximately 40.8% to approximately 51.0% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares; and (II) the shareholding of Sulfulon in the Company will be increased from approximately 34.1% to approximately 42.7% on stand alone basis. The Sulfulon Concert Group will, in the absence of the Whitewash Waiver, be obliged to make a mandatory cash offer for all issued Shares not already owned or agreed to be acquired by it pursuant to Rule 26 of the Takeovers Code, unless the Whitewash Waiver is granted.

If the Whitewash Waiver is granted by the Executive and approvals by the Independent Shareholders are obtained, upon completion of the Rights Issue, assuming there is no change in the issued share capital of the Company other than the allotment and issue of Rights Shares, the maximum potential holding of voting rights of the Sulfulon Concert Group in the Company will exceed 50%, the Sulfulon Concert Group may thereafter increase its shareholdings in the Company without incurring any further obligation under Rule 26 of the Takeovers Code to make a general offer.

LETTER FROM THE BOARD

An application has been made by the Sulfulon Concert Group to the Executive for the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code. The Whitewash Waiver, if granted by the Executive, would be subject to, among other things, (i) the approval of the Whitewash Waiver by at least 75% of the Independent Shareholders at the EGM by way of poll; and (ii) the approval by more than 50% of the Independent Shareholders at the EGM by way of poll in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder. The Sulfulon Concert Group and those who are involved in and/or interested in the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder are required to abstain from voting on the proposed resolutions approving the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder at the EGM. If the Whitewash Waiver is not granted by the Executive, the Rights Issue will not proceed.

As at the Latest Practicable Date, the Company does not believe that the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder give rise to any concerns in relation to compliance with other applicable rules or regulations (including the Listing Rules). The Company notes that the Executive may not grant the Whitewash Waiver if the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder do not comply with other applicable rules and regulations.

LISTING RULES IMPLICATION

As the Company has not conducted any rights issue, open offer and/or placing within the 12-month period immediately preceding this circular, and the Rights Issue will neither increase the total number of issued Shares nor the market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the approval of the Shareholders pursuant to Rule 7.19A(1) of the Listing Rules.

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

As at the Latest Practicable Date, Mr. Zhang is the controlling shareholder of the Company holding approximately 40.8% of the issued share capital of the Company (through his direct interests and indirect interests through Sulfulon and Infinities Investment). As such, each of Mr. Zhang, Sulfulon and Infinities Investment is a connected person of the Company under Chapter 14A of the Listing Rules and the transactions contemplated under the Underwriting Agreement constitute a connected transaction for the Company under the Listing Rules and are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

LETTER FROM THE BOARD

Mr. Zhang, Sulfulon and Infinities Investment, who are interested in 78,340,000 Shares in aggregate (representing approximately 40.8% of the existing issued share capital of the Company) as at the Latest Practicable Date, shall abstain from voting in favour of the resolutions to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder at the EGM. As at the Latest Practicable Date, none of the Directors or chief executives of the Company had any interests in the Shares or any material interest in the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder.

As at the Latest Practicable Date, save for the Irrevocable Undertaking from Mr. Zhang, Sulfulon and Infinities Investment, the Company has not received any other irrevocable commitments to accept or reject the Rights Shares or to vote for or against the Rights Issue.

EGM

The register of members of the Company will be closed from Monday, 3 November 2025 to Friday, 7 November 2025 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM.

The EGM will be convened and held for the purpose of considering and, if thought fit, the Rights Issue. A notice convening the EGM to be held at 11:00 a.m. on Friday, 7 November 2025 at 20 Science Park Road, #02-25 Teletech Park, Singapore 117674 is enclosed with this circular. Each of Mr. Zhang, Sulfulon and Infinities Investment controls or is entitled to exercise control over their respective voting rights of the Shares held by them at a general meeting of the Company. As such, save for the Sulfulon Concert Group, there is no other shareholder who shall abstain from voting on the resolutions to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver and the transactions contemplated thereunder at the EGM.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the meeting in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed (i.e. by 11:00 a.m. on Wednesday, 5 November 2025) for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

Subject to the fulfilment of certain conditions of the Rights Issue, the Prospectus Documents will be despatched to the Qualifying Shareholders on or before Thursday, 20 November 2025 whereas the Prospectus will be despatched to the Non-Qualifying Shareholders, if any, for information only.

LETTER FROM THE BOARD

RECOMMENDATION

Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee, comprising Mr. Tam Chik Ngai Ambrose, Ms. Chow Woon San Shirley and Ms. Chiang Wing Yan, being all the independent non-executive Directors who have no direct or indirect interest in the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder, has been established to advise the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder and as to the voting action therefor.

The Independent Board Committee (which comprised of all the independent non-executive Directors who do not have a material interest in the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder) will also, pursuant to the Listing Rules, advise the Independent Shareholders as to whether the Rights Issue, Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interest of the Company and the Shareholders (including the Independent Shareholders) as a whole and as to the voting action therefor.

In this connection, the Joint Independent Financial Advisers have been appointed and approved by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders as to whether the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interest of the Independent Shareholders and as to the voting action therefor. The appointment of the Joint Independent Financial Advisers has been approved by the Independent Board Committee pursuant to the Listing Rules and Rule 2.1 of the Takeovers Code, respectively.

You are advised to read carefully the letter of recommendation from the Independent Board Committee set out on pages 40 to 41 of this circular and the letter of advice from the Joint Independent Financial Advisers set out on pages IFA-1 to IFA-44 of this circular. The Independent Board Committee, having taken into account the advice of the Joint Independent Financial Advisers, considers that the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver are on normal commercial terms, fair and reasonable and in the interests of the Independent Shareholders. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the proposed resolutions approving the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder at the EGM.

WARNINGS

Shareholders and potential investors of the Company should note that the Rights Issue is subject to fulfilment of conditions including, among other things, (i) the grant of listing of the Rights Shares (in both nil-paid and fully-paid forms) by the Listing Committee of the Stock Exchange (either unconditionally or subject only to the allotment and despatch of the share certificates in respect thereof) and the grant of permission to deal in the nil-paid Rights Shares and the fully-paid Rights Shares by the Stock Exchange

LETTER FROM THE BOARD

(and such permission and listing not subsequently having been withdrawn or revoked); and (ii) the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed “Letter from the Board — The Underwriting Agreement — Termination of the Underwriting Agreement” in this circular). Accordingly, the Rights Issue may or may not proceed.

The Shares are expected to be dealt in on an ex-rights basis from Tuesday, 11 November 2025. Dealings in the Rights Shares in nil-paid form are expected to take place from Monday, 24 November 2025 to Monday, 1 December 2025. Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (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.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

ADDITIONAL INFORMATION

Your attention is drawn to the letter from the Independent Board Committee set out on pages 40 to 41 of this circular which contain its recommendation to the Independent Shareholders as to whether the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Wavier and the transactions contemplated thereunder are on normal commercial terms and fair and reasonable and in the interest of the Independent Shareholders and as to the voting action therefore. Your attention is also drawn to the letter from the Joint Independent Financial Advisers set out on pages IFA-1 to IFA-44 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in respect of the aforesaid regards.

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

By order of the Board
Fire Rock Holdings Limited
Wong Yan
Executive Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter of recommendation, prepared for the purpose of inclusion in this circular, from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder.



24 October 2025

To the Independent Shareholders

Dear Sir/Madam,

**(I) PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON
RECORD DATE ON A NON-FULLY UNDERWRITTEN BASIS;
(II) CONNECTED TRANSACTION IN RELATION TO
THE UNDERWRITING AGREEMENT; AND
(III) APPLICATION FOR WHITEWASH WAIVER**

We refer to the circular dated 24 October 2025 (the “**Circular**”) of the Company of which this letter forms part. Unless the context requires otherwise, terms defined in the Circular shall have the same meanings when used herein.

We have been appointed by the Board to advise the Independent Shareholders as to whether the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and whether the Rights Issue and the Whitewash Waiver are in the interests of the Company and the Shareholders as a whole and to advise the Independent Shareholders on how to vote. Dakin Capital Limited and RaffAello Capital Limited have been appointed and approved by us as the Joint Independent Financial Advisers to advise you and us in this respect.

Having taken into account the advice and recommendation of Joint Independent Financial Advisers as set out in its letter of advice to the Independent Shareholders and us on pages IFA-1 to IFA-44 of the Circular, we consider that the Rights Issue, the Placing Agreement, the

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder, while not in the ordinary and usual course of business of the Group, are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned. Furthermore, the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder are in the interests of the Independent Shareholders. Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder.

Yours faithfully,

For and on behalf of the Independent Board Committee

Mr. Tam Chik Ngai Ambrose Ms. Chow Woon San Shirley Ms. Chiang Wing Yan

Independent non-executive Directors

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

The following is the text of a letter of advice from RaffAello Capital Limited and Dakin Capital Limited, which has been prepared for the purpose of incorporation into this circular, setting out its opinion to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder.



24 October 2025

*To: the Independent Board Committee and the Independent Shareholders
of Fire Rock Holdings Limited*

Dear Sirs,

**(I) PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON
RECORD DATE ON A NON-FULLY UNDERWRITTEN BASIS;
(II) CONNECTED TRANSACTION IN RELATION TO
THE UNDERWRITING AGREEMENT; AND
(III) APPLICATION FOR WHITEWASH WAIVER**

INTRODUCTION

We refer to our appointment as the Joint Independent Financial Advisers to advise the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder, details of which are set out in the letter from the Board (the “**Letter from the Board**”) in this circular of the Company dated 24 October 2025 (the “**Circular**”) issued to the Shareholders, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in this Circular unless the context requires otherwise.

Reference is made to the Announcement of the Company dated 5 October 2025. The Company proposed to implement the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$1.58 per Rights Share, to raise up to approximately HK\$151.7 million before expenses (assuming no change in the issued Shares on or before the Record Date and all the Qualifying Shareholders taking up their respective allotment of Rights Shares in full), by way of the rights issuing up to 96,000,000 Rights Shares (assuming as aforesaid) to the Qualifying Shareholders. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. Qualifying Shareholders must be registered as a member of the Company on the Record Date and not be a Non-Qualifying Shareholders in order to qualify for the Rights Issue.

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

Assuming there is no change in the total number of issued Shares on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the 96,000,000 Rights Shares to be issued pursuant to the terms of the proposed Rights Issue represents (i) 50.0% of the issued Shares as at the Latest Practicable Date; and (ii) approximately 33.3% of the issued Shares as enlarged by the allotment and issue of the Rights Shares.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue is non-fully underwritten by the Underwriter subject to the terms and conditions set out in the Underwriting Agreement. In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be firstly placed by the Placing Agent, on a best-effort basis, to the placees for them to subscribe for the Unsubscribed Rights Shares and NQS Unsold Rights Shares during the Placing Period. Then, the Underwriter has (other than the Rights Shares agreed to be taken up by Sulfulon, Mr. Zhang and Infinities Investment under the Irrevocable Undertakings) conditionally agreed to underwrite such number of Rights Shares not taken up under the Compensatory Arrangements, which together with the Shares already held by the Sulfulon Concert Group and the Undertaken Shares, and depending on the number of Untaken Rights Shares, up to 51.0% of the total enlarged issued Shares at completion of the Rights Issue. For the avoidance of doubt, no further Rights Share will be taken by Sulfulon under the Underwriting Agreement, when the number of Shares held by the Sulfulon Concert Group (together with the Undertaken Shares) have already reached 51.0% of the total enlarged issued Shares at completion of the Rights Issue. The remaining Rights Shares (if any) will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

On 5 October 2025, (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the Placing Period to placee(s) who and whose ultimate beneficial owner(s) are Independent Third Party(ies) on a best-effort basis.

On 5 October 2025 (after trading hours), the Company and the Underwriter entered into the Underwriting Agreement, pursuant to which the Rights Shares (other than those Rights Shares subject to the Irrevocable Undertakings) will be non-fully underwritten by the Underwriter in accordance with the terms of the Underwriting Agreement.

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An application has been made by the Sulfulon Concert Group to the Executive for the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code. The Whitewash Waiver, if granted by the Executive, would be subject to, among other things, (i) the approval of the Whitewash Waiver by at least 75% of the Independent Shareholders at the EGM by way of poll; and (ii) the approval by more than 50% of the Independent Shareholders at the EGM by way of poll in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder. The Sulfulon Concert Group and those who are involved in and/or interested in the Rights Issue, the Placing Agreement, the Underwriting Agreement and/or the Whitewash Waiver are required to abstain from voting on the proposed resolutions approving the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder at the EGM. If the Whitewash Waiver is not granted by the Executive, the Rights Issue will not proceed.

TAKEOVERS CODE IMPLICATIONS

As at the Latest Practicable Date, the Sulfulon Concert Group is interested in 78,340,000 Shares in aggregate, representing approximately 40.8% of the existing issued Shares.

Assuming (i) there is no change in the number of issued Shares from the Latest Practicable Date up to and including the date of completion of the Rights Issue; (ii) none of the Qualifying Shareholders other than Mr. Zhang, Sulfulon and Infinities Investment have taken up their entitlements under the Rights Issue; and (iii) none of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent, (I) the aggregate interests in the Company held by the Sulfulon Concert Group upon the completion of the Rights Issue will increase from the current level of approximately 40.8% to approximately 51.0% of the issued Shares as enlarged by the allotment and issue of the Rights Shares; and (II) the shareholding of Sulfulon in the Company will be increased from approximately 34.1% to approximately 42.7% on stand alone basis. The Sulfulon Concert Group will, in the absence of the Whitewash Waiver, be obliged to make a mandatory cash offer for all issued Shares not already owned or agreed to be acquired by it pursuant to Rule 26 of the Takeovers Code, unless the Whitewash Waiver is granted.

If the Whitewash Waiver is granted by the Executive and approvals by the Independent Shareholders are obtained, upon completion of the Rights Issue, assuming there is no change in the issued Shares other than the allotment and issue of Rights Shares, the maximum potential holding of voting rights of the Sulfulon Concert Group in the Company will exceed 50%, the Sulfulon Concert Group may thereafter increase its shareholdings in the Company without incurring any further obligation under Rule 26 of the Takeovers Code to make a general offer.

LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue, open offer and/or placing within the 12-month period immediately preceding this Circular, and the Rights Issue will neither increase the total number of issued Shares nor the market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the approval of the Shareholders pursuant to Rule 7.19A(1) of the Listing Rules.

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

As at the Latest Practicable Date, Mr. Zhang is the controlling shareholder of the Company holding approximately 40.8% of the issued Shares (through his direct interests and indirect interests through Sulfulon and Infinities Investment). As such, each of Mr. Zhang, Sulfulon and Infinities Investment is a connected person of the Company under Chapter 14A of the Listing Rules and the transactions contemplated under the Underwriting Agreement constitute a connected transaction for the Company under the Listing Rules and are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. As at the Latest Practicable Date, Mr. Zhang, Sulfulon and Infinities Investment, who are interested in 78,340,000 Shares in aggregate (representing approximately 40.8% of the existing issued Shares), shall abstain from voting in favour of the resolutions to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder at the EGM. As at the Latest Practicable Date, none of the Directors or chief executives of the Company had any interests in the Shares or any material interest in the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder.

As at the Latest Practicable Date, save for the Irrevocable Undertaking from Mr. Zhang, Sulfulon and Infinities Investment, the Company has not received any other irrevocable commitments to accept or reject the Rights Shares or to vote for or against the Rights Issue.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all the three independent non-executive Directors, namely Mr. Tam Chik Ngai Ambrose, Ms. Chow Woon San Shirley and Ms. Chiang Wing Yan (i) who have no direct or indirect interest in the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder, has been established in accordance with Rule 2.8 of the Takeovers Code to advise the Independent Shareholders on whether the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder are on fair and reasonable, and to advise the Independent Shareholders on how to vote, taking into account the recommendation of the Joint Independent Financial Advisers; and (ii) who do not have a material interest in the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder, has been established in accordance with the Listing Rules to advise the Independent Shareholders on whether the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interest of the Company and the Shareholders (including the Independent Shareholders) as a whole, and to advise the Independent Shareholders on how to vote, taking into account the recommendation of the Joint Independent Financial Advisers.

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OUR INDEPENDENCE

We, RaffAello Capital Limited and Dakin Capital Limited, have been appointed as the Joint Independent Financial Advisers to advise the Independent Board Committee and the Independent Shareholders in this regard. Our appointments as the Joint Independent Financial Advisers have been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code and the Listing Rules respectively. We advise the Independent Board Committee and the Independent Shareholders as to (i) whether the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders (including the Independent Shareholders) as a whole; and (ii) how the Independent Shareholders should vote on the resolutions in relation to the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder at the EGM.

We did not act as financial adviser or independent financial adviser to the other transactions of the Company and Sulfulon in the past two years immediately preceding the date the Announcement and including and up to the Latest Practicable Date. Save for the appointment as the Joint Independent Financial Advisers in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder, there were no other engagements between the Company and us during the past two years immediately preceding the date of the Announcement and including and up to the Latest Practicable Date. We are independent from, and are not associated with the Company, Sulfulon, or any party acting, or presumed to be acting, in concert with any of the above, or any company controlled by any of them. Apart from normal professional fees payable to us in connection with this appointment, as the Joint Independent Financial Advisers to the Independent Board Committee and the Independent Shareholders, no other arrangements exist whereby we will receive any fees and/or benefits from the abovementioned parties or any party acting, or presumed to be acting, in concert with any of them, any of their respective associates, close associates or core connected persons or other parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider that we are eligible to give independent advice in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder to the Independent Board Committee and the Independent Shareholders in accordance with the Listing Rules and the Takeovers Code.

BASIS OF OUR ADVICE

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have reviewed, amongst other things:

- (i) the Company's annual reports for the three years ended 31 December 2022 ("FY2022") (the "**2022 Annual Report**"), 31 December 2023 ("FY2023") (the "**2023 Annual Report**") and 31 December 2024 ("FY2024") (the "**2024 Annual Report**"), and collectively, the "**Annual Reports**";
- (ii) the Company's interim report for the six months ended 30 June 2024 ("HY2024") and 30 June 2025 ("HY2025") (the "**2025 Interim Report**");

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- (iii) the Announcement; and
- (iv) other information as set out in this Circular.

We have also relied on the accuracy of the statements, information, opinions and representations contained or referred to in this Circular and the information and representations as provided by the Directors and the management of the Company. We have assumed that all statements, information and representations provided by the Directors and the management of the Company, for which they are solely responsible, are true, accurate and complete in all respects at the time they were made and will remain so up to the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors and the Management in this Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information has been withheld, or to doubt the truth, accuracy and completeness of the information and facts contained in this Circular, or the reasonableness of the opinions expressed by the Directors and the management of the Company and/or its advisers, which have been provided to us. The Company will notify the Independent Shareholders of any material change to information contained in or referred to in this Circular as soon as possible in accordance with Rule 9.1 of the Takeovers Code. The Independent Shareholders will also be informed as soon as possible when there is any material change to information contained in or referred to herein as well as any changes to our opinion, if any, after the Latest Practicable Date.

Your attention is drawn to the responsibility statements as set out in the paragraph headed “1. Responsibility statement” under the section headed “Appendix III General information” in this Circular. We, as the Joint Independent Financial Advisers, take no responsibility for the contents of any part of this Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information and have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion. We have not, however, carried out any independent verification of the information provided, nor have we conducted any independent investigation into the business and affairs of the Group. We have not considered the taxation implication on the Group or the Shareholders as a result of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Where information in this letter has been extracted from published or otherwise publicly available sources, the sole responsibility of us is to ensure that such information has been correctly and fairly extracted, reproduced or presented from the relevant stated sources and not be used out of context.

This letter is issued for the Independent Board Committee and the Independent Shareholders, solely in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

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PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion regarding the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder, we have taken into consideration the following principal factors and reasons:

I. Background and financial information of the Group

As disclosed in the Letter from the Board, the Group is principally engaged in the development of browser, mobile games (including game design, programming and graphics) and computer software related to game operation, on the basis of which the Group licenses its self-developed browser and mobile games to licensed operators around the world, assists third parties in promoting game-related business and provides intellectual property rights licensing services to enterprises. The Group also self-operates its self-developed game products in overseas markets.

Set out below is a summary of the general financial information of the Group as extracted from the Annual Reports and the 2025 Interim Report:

Summary of the consolidated financial results of the Group

	FY2022 <i>HK\$'000</i> <i>(Audited)</i>	FY2023 <i>HK\$'000</i> <i>(Audited)</i>	FY2024 <i>HK\$'000</i> <i>(Audited)</i>	HY2024 <i>HK\$'000</i> <i>(Unaudited)</i>	HY2025 <i>HK\$'000</i> <i>(Unaudited)</i>
Revenue					
Game and software development and publishing	160	3,022	19	22	—
Game operation and publishing	114,903	131,905	140,572	62,977	72,919
Total revenue	115,063	134,927	140,591	62,999	72,919
Direct costs	(38,470)	(27,388)	(27,826)	(10,783)	(17,521)
Gross profit	76,593	107,539	112,765	52,216	55,398
Other income	50,920	19,728	321	238	659
Surrender of promissory notes	—	574,716	—	—	—
Changes in fair values of financial assets at fair value through profit or loss	—	(2,255)	(891)	6,468	(232)
Impairment loss on intangible assets	—	—	—	—	(10,803)
Research costs	—	(19,780)	(9,037)	—	—
Distribution costs	(42,028)	(55,471)	(40,692)	(26,553)	(19,960)
Administrative expenses	(22,794)	(31,670)	(43,339)	(14,216)	(23,057)
Loss on disposals of subsidiaries	—	(2,880)	—	—	—
Finance costs	(18,505)	(9,138)	(101)	(44)	(44)
Profit before income tax	44,186	580,789	19,026	18,109	1,961
Income tax expenses	(8,699)	(8,271)	(17,173)	(4,046)	(8,634)
Profit/(Loss) for the year/period	35,487	572,518	1,853	14,063	(6,673)

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(a) Annual results of the Group for FY2022 and FY2023

The total revenue for FY2023 of the Group was approximately HK\$134.9 million (FY2022: approximately HK\$115.1 million) which represents an increase of approximately HK\$19.8 million or 17.3% as compared with FY2022. Such increase was mainly due to the increase in revenue from the game operation and publishing from approximately HK\$114.9 million for FY2022 to approximately HK\$131.9 million for FY2023, representing an increase of approximately 14.8%.

The Group's direct costs decreased from approximately HK\$38.5 million for FY2022 to approximately HK\$27.4 million for FY2023, representing a decrease of approximately 28.8%. Such decrease in the Group's direct costs was mainly due to the decrease in other tax and surcharges, outsourcing services fee for graphic design and audio production of sound effects and background music and fees for game testing from approximately HK\$19.0 million for FY2022 to approximately HK\$6.8 million for FY2023, representing a decrease of approximately 64.0%.

The Group's gross profit increased from approximately HK\$76.6 million for FY2022 to approximately HK\$107.5 million for FY2023, representing an increase of approximately 40.4%. As stated in the 2023 Annual Report, such increase was mainly due to the effective cost control on the game testing conducted by third-party service providers.

The Group's other income mainly consisted of interest income, government grants, exchange gains, net and others. Such other income decreased by approximately HK\$31.2 million from approximately HK\$50.9 million for FY2022 to approximately HK\$19.7 million for FY2023, representing a decrease of approximately 61.3%. As stated in the 2023 Annual Report, such decrease in the Group's other income was mainly due to the decrease in exchange gain, net, which is mainly from the recognition of the exchange alignment of promissory notes from approximately HK\$53.0 million for FY2022 to approximately HK\$18.5 million for FY2023. After the consolidation of other exchange gains and losses, the Group recorded a decrease in exchange gain, net from approximately HK\$50.5 million for FY2022 to approximately HK\$19.2 million for FY2023. For the detailed information on the recognition of the Group's exchange gain, net and the recognition of the exchange alignment of promissory notes, please refer to note 7 Revenue and other income and note 24. Promissory notes of the notes to the consolidated financial statement in the Company's 2023 Annual Report respectively.

The Group recorded a gain on surrender of promissory notes of approximately HK\$574.7 million for FY2023 (FY2022: nil). On 30 June 2023, the Company, Honour Soar Holdings Limited, Morning Rain Holdings Limited and Joyous Bliss Holdings Limited and their respective ultimate beneficial owners namely Mr. Zhang Zhen Hua, Ms. Zhang Xiao Juan and Ms. Wang Ye Qiong have all agreed upon negotiation to procure each of Honour Soar Holdings Limited, Morning Rain Holdings Limited and Joyous Bliss Holdings Limited to surrender the promissory notes to the Company and give up the right

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to the outstanding principal amount totaling to approximately RMB491.7 million and their respective interest payables totaling to approximately RMB37.4 million as at 30 June 2023. For details, please refer to the Company's announcement dated 30 June 2023.

The Group recorded a loss in fair values of financial assets at fair value through profit or loss of approximately HK\$2.3 million for FY2023 (FY2022: nil). According to the 2023 Annual Report, such loss in fair values of financial assets at fair value through profit or loss mainly came from the fair value change in the valuation of Summer Mountain Limited and its subsidiaries (the “**Summer Mountain Group**”) and the fair value change in a private fund. On 22 December 2023, the Group completed the acquisition of Summer Mountain Group at the consideration of RMB12.5 million and owned approximately 15.63% equity interest of Summer Mountain Group. During the year ended 31 December 2023, the set-up of an investment in a private fund was completed. For details, please refer to note 19. Deposits of the notes to the consolidated financial statement in the Company's 2023 Annual Report.

The Group incurred research costs of approximately HK\$19.8 million for FY2023 (FY2022: nil). According to the management of the Company, the research costs represented the related expenses in evaluating the possibility of developing a casual game and a collectible card games.

The Group's distribution costs increased by approximately HK\$13.5 million from approximately HK\$42.0 million for FY2022 to approximately HK\$55.5 million for FY2023, representing an increase of approximately 32.0%. As stated in the 2023 Annual Report, such increase in the Group's distribution costs was primarily due to the increase in the advertising and promotional expenses in order to further promote the Group's games to the game players.

The Group's administrative expenses increased by approximately HK\$8.9 million from approximately HK\$22.8 million for FY2022 to approximately HK\$31.7 million for FY2023, representing an increase of approximately 39.0%. As stated in the 2023 Annual Report, such increase in the Group's administrative expenses was primarily due to the increase in professional fees paid in relation to the Group's resumption on the Stock Exchange in the second half of FY2023.

The Group recorded a loss on disposals of subsidiaries of approximately HK\$2.9 million for FY2023 (FY2022: nil). Pursuant to the 2023 Annual Report, such loss on disposals of subsidiaries derived from (i) the disposal of Lord Metaverse Co., Ltd. at a consideration of approximately HK\$185,000 on 6 March 2023; and (ii) the disposal of Tak Shing International Holdings Limited at a consideration of HK\$10,000 on 30 November 2023. For details, please refer to note 30. Disposals of subsidiaries of the notes to the consolidated financial statement in the Company's 2023 Annual Report.

The Group's finance costs decreased from approximately HK\$18.5 million for FY2022 to approximately HK\$9.1 million for FY2023, representing a decrease of approximately 50.6%. According to the management of the Company, such decrease in

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the Group's finance costs was mainly attributable to the decrease in interest expenses on promissory notes from approximately HK\$17.1 million for FY2022 to approximately HK\$8.2 million for FY2023.

The Group's profit before income tax increased from approximately HK\$44.2 million for FY2022 to approximately HK\$580.8 million for FY2023, representing an increase of approximately 1,214.4%. According to the management of the Company, such increase in the Group's profit before income tax was mainly due to the combined effect of the gain on surrender of promissory notes of approximately HK\$574.7 million for FY2023 (FY2022: nil) and partially offset by (a) the decrease in other income from approximately HK\$50.9 million for FY2022 to approximately HK\$19.7 million for FY2023; (b) the recognition of loss in fair values of financial assets at fair value through profit or loss of approximately HK\$2.3 million for FY2023 (FY2022: nil); and (c) the recognition of loss on disposals of subsidiaries of approximately HK\$2.9 million for FY2023 (FY2022: nil).

The Group's income tax expenses remained stable at approximately HK\$8.7 million and HK\$8.3 million for FY2022 and FY2023 respectively.

The Group's profit for the year increased from approximately HK\$35.5 million for FY2022 to approximately HK\$572.5 million for FY2023, representing an increase of approximately 1,513.3%. According to the management of the Company, such increase in the Group's profit for the year was mainly due to the above mentioned reason under profit before income tax and partially offset by the income tax expenses.

(b) Annual results of the Group for FY2023 and FY2024

The total revenue for FY2024 of the Group was approximately HK\$140.6 million (FY2023: approximately HK\$134.9 million) which represents an increase of approximately HK\$5.7 million or 4.2% as compared with FY2023. Such increase was mainly due to the increase in revenue from game operation and publishing from approximately HK\$131.9 million for FY2023 to approximately HK\$140.6 million for FY2024 and partially offset by the decrease in revenue from game and software development and publishing from approximately HK\$3.0 million for FY2023 to approximately HK\$19,000 for FY2024.

As stated in the 2024 Annual Report, the Group's direct costs mainly consisted of staff costs and benefits, channel costs charged by self-operated game platforms and others. Such direct costs remained stable at approximately HK\$27.4 million and HK\$27.8 million for FY2023 and FY2024 respectively.

The Group's gross profit increased from approximately HK\$107.5 million for FY2023 to approximately HK\$112.8 million for FY2024, representing an increase of approximately 4.9%. As stated in the 2024 Annual Report, such increase was mainly due to the effective cost control on the channel costs and the increase in revenue.

The Group's other income mainly consisted of interest income, government grants, exchange gains, net, gain on modification of lease and others. Such other income decreased by approximately HK\$19.4 million from approximately HK\$19.7 million for

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FY2023 to approximately HK\$0.3 million for FY2024, representing a decrease of approximately 98.4%. As stated in the 2024 Annual Report, such decrease in the Group's other income was mainly due to no exchange gain, net was recognised during FY2024 (FY2023: approximately HK\$19.2 million which is mainly from the recognition of the exchange alignment of promissory notes of approximately HK\$18.5 million). For the detailed information on the recognition of the Group's exchange gain, net and the recognition of the exchange alignment of promissory notes, please refer to note 7 Revenue and other income and note 24. Promissory notes of the notes to the consolidated financial statement in the Company's 2024 Annual Report respectively.

The Group recorded a decrease in loss in fair values of financial assets at fair value through profit or loss from approximately HK\$2.3 million for FY2023 to approximately HK\$0.9 million for FY2024, representing a decrease of approximately 60.5%. According to the 2024 Annual Report, such loss in fair values of financial assets at fair value through profit or loss mainly came from the fair value change in the valuation of Summer Mountain Group and the fair value change in a private fund investment.

The Group's research costs decreased by approximately HK\$10.8 million from approximately HK\$19.8 million for FY2023 to approximately HK\$9.0 million for FY2024, representing a decrease of approximately 54.5%. As stated in the 2024 Annual Report, such decrease in the Group's research costs was primarily due to less projects were under research phases during FY2024.

The Group's distribution costs decreased by approximately HK\$14.8 million from approximately HK\$55.5 million for FY2023 to approximately HK\$40.7 million for FY2024, representing a decrease of approximately 26.7%. As stated in the 2024 Annual Report, such increase in the Group's distribution costs was primarily due to the decrease in advertising and promotional expenses during FY2024.

The Group's administrative expenses increased by approximately HK\$11.6 million from approximately HK\$31.7 million for FY2023 to approximately HK\$43.3 million for FY2024, representing an increase of approximately 36.6%. As stated in the 2024 Annual Report, such increase in the Group's administrative expenses was primarily due to the increase in the depreciation of the property, plant and equipment, travelling expenses for exploring new business opportunities and staff costs on general and administrative functions.

The Group's finance costs decreased from approximately HK\$9.1 million for FY2023 to approximately HK\$0.1 million for FY2024, representing a decrease of approximately 98.9%. According to the management of the Company, such decrease in the Group's finance costs was mainly attributable to the decrease in interest expenses on promissory notes from approximately HK\$8.2 million for FY2023 to nil for FY2024.

The Group's profit before income tax decreased from approximately HK\$580.8 million for FY2023 to approximately HK\$19.0 million for FY2024, representing a decrease of approximately 96.7%. According to the management of the Company, such decrease in the Group's profit before income tax was mainly due to the combined effect of the absence of gain on surrender of promissory notes for FY2024 (FY2023:

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approximately HK\$574.7 million for FY2023) and partially offset by (a) the decrease in loss in fair values of financial assets at fair value through profit or loss from approximately HK\$2.3 million for FY2023 to approximately HK\$0.9 million for FY2024; (b) the absence of loss on disposals of subsidiaries for FY2024 (FY2023: approximately HK\$2.9 million for FY2023; and (iii) the decrease in finance costs from approximately HK\$9.1 million for FY2023 to approximately HK\$0.1 million for FY2024.

The Group's income tax expenses increased from approximately HK\$8.3 million for FY2023 to approximately HK\$17.2 million for FY2024, representing an increase of approximately 107.6%. According to the 2024 Annual Report, such increase in the Group's income tax expenses was mainly due to the increase in the assessable profit generated by the subsidiary in Thailand.

The Group's profit for the year decreased from approximately HK\$572.5 million for FY2023 to approximately HK\$1.9 million for FY2024, representing a decrease of approximately 99.7%. According to the management of the Company, such decrease in the Group's profit for the year was mainly due to the above mentioned reason under profit before income tax and further affected by the income tax expenses.

(c) Interim results of the Group for HY2024 and HY2025

The total revenue for HY2025 of the Group was approximately HK\$72.9 million (HY2024: approximately HK\$63.0 million) which represents approximately an increase of HK\$9.9 million or 15.7% as compared with HY2024. As stated in the 2025 Interim Report, such increase was mainly due to increase in revenue from game operation and publishing by the Royal World mobile game and the newly launched self-developed mobile game, Mythical Odyssey (神戰 • 洪荒) during HY2025.

The Group's direct costs increased from approximately HK\$10.8 million for HY2024 to approximately HK\$17.5 million for HY2025, representing an increase of approximately 62.5%. As stated in the 2025 Interim Report, such increase in the Group's direct costs was mainly due to the launch of the Mythical Odyssey (神戰 • 洪荒) game during HY2025.

The Group's gross profit increased from approximately HK\$52.2 million for HY2024 to approximately HK\$55.4 million for HY2025, representing an increase of approximately 6.1%. According to the 2025 Interim Report and the management of the Company, such increase in the Group's gross profit was attributable to the increase in revenue amounted to approximately HK\$9.9 million as mentioned above and partially offset by (a) the increase in direct staff costs and benefits from approximately HK\$0.6 million for HY2024 to approximately HK\$4.6 million for HY2025, which was primarily due to the launch of the Mythical Odyssey (神戰 • 洪荒) game; (b) the recognition of direct cost of amortization of intangible assets of approximately HK\$2.7 million for HY2025 (HY2024: Nil) mainly attributable to the launch of the Mythical Odyssey (神戰 • 洪荒) game; and (c) increase in direct cost of self-operated channel cost from approximately HK\$3.8 million for HY2024 to approximately HK\$7.2 million for HY2025, which was primarily due to the launch of the Mythical Odyssey (神戰 • 洪荒) game.

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As stated in the 2025 Interim Report, the Group's other income mainly consisted of interest income, government grants, exchange gains, net and others. Such other income increased by approximately HK\$0.4 million from approximately HK\$0.2 million for HY2024 to approximately HK\$0.6 million for HY2025, representing an increase of approximately 176.9%. As advised by the management of the Company, such increase in the Group's other income was mainly due to the recognition of exchange gain, net of approximately HK\$0.3 million for HY2025 (HY2024: exchange loss, net of approximately HK\$65,000).

The Group recorded a loss in fair values of financial assets at fair value through profit or loss of approximately HK\$0.2 million for HY2025 (HY2024: a gain in fair values of financial assets at fair value through profit or loss of approximately HK\$6.5 million). According to the management of the Company, such loss in fair values of financial assets at fair value through profit or loss mainly came from the fair value change in the valuation of Summer Mountain Group and the fair value change in a private fund investment.

The Group recorded an impairment loss on intangible assets of approximately HK\$10.8 million for HY2025 (HY2024: nil). As advised by the management of the Company, such recognition of impairment loss on intangible assets represented the operating income from the Group's existing games in several markets cannot recover the operating costs in the foreseeable future.

The Group's distribution costs decreased by approximately HK\$6.6 million from approximately HK\$26.6 million for HY2024 to approximately HK\$20.0 million for HY2025, representing a decrease of approximately 24.8%. As stated in the 2025 Interim Report, such decrease in the Group's distribution costs was primarily due to the decrease in advertising and promotional expenses during HY2025.

The Group's administrative expenses increased by approximately HK\$8.9 million from approximately HK\$14.2 million for HY2024 to approximately HK\$23.1 million for HY2025, representing an increase of approximately 62.7%. As stated in the 2025 Interim Report, such increase in the Group's administrative expenses was primarily due to the increase in staff costs and other office expenses during HY2025.

The Group's finance costs remained stable at approximately HK\$44,000 and HK\$44,000 for HY2024 and HY2025 respectively.

The Group's profit before income tax decreased from approximately HK\$18.1 million for HY2024 to approximately HK\$2.0 million for HY2025, representing a decrease of approximately 89.2%. According to the management of the Company, such decrease in the Group's profit before income tax was mainly due to the combined effect of the increase in the gross profit from approximately HK\$52.2 million for HY2024 to approximately HK\$55.4 million for HY2025; and partially offset by (a) the recognition of impairment loss on intangible assets of approximately HK\$10.8 million for HY2025 (HY2024: nil); and (b) the increase in administrative expenses from approximately HK\$14.2 million for HY2024 to approximately HK\$23.0 million for HY2025.

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The Group's income tax expenses increased from approximately HK\$4.0 million for HY2024 to approximately HK\$8.6 million for HY2025, representing an increase of approximately 115.0%. According to the 2025 Interim Report, such increase in the Group's income tax expenses was mainly due to the increase in revenue and profit for the Group's subsidiary in Thailand.

The Group recorded a loss for the year of approximately HK\$6.7 million for HY2025 (HY2024: profit for the year of approximately HK\$14.1 million). According to the management of the Company, such loss for the year was mainly due to the above mentioned reason under profit before income tax and further affected by the income tax expenses.

Summary of the consolidated financial positions of the Group

	As at 31 December 2022 (audited) HK\$'000	As at 31 December 2023 (audited) HK\$'000	As at 31 December 2024 (audited) HK\$'000	As at 30 June 2025 (unaudited) HK\$'000
Property, plant and equipment	3,200	5,077	3,549	3,319
Intangible assets	3,218	15,350	23,538	14,697
Right-of-use assets	1,779	1,172	2,022	2,566
Financial assets at fair value through profit or loss	—	27,511	26,333	26,101
Deposits	49,759	84	138	137
Deferred tax assets	—	2,170	2,107	2,259
Non-current assets	57,956	51,364	57,687	49,079
Trade receivables	9,832	20,645	18,218	12,823
Prepayment, deposits and other receivables	2,380	3,372	5,127	8,273
Cash and cash equivalents	119,544	85,492	53,644	49,922
Current assets	131,756	109,509	76,989	71,018
Total assets	189,712	160,873	134,676	120,097
Lease liabilities	762	507	622	499
Promissory notes	168,041	—	—	—
Deferred tax liabilities	3,437	1,740	195	195
Non-current liabilities	172,240	2,247	817	694

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	As at 31 December 2022 (audited) HK\$'000	As at 31 December 2023 (audited) HK\$'000	As at 31 December 2024 (audited) HK\$'000	As at 30 June 2025 (unaudited) HK\$'000
Lease liabilities	987	708	1,372	2,059
Other payables and accruals	17,881	12,663	10,323	6,182
Deferred revenue	7	11	334	1,132
Promissory notes	416,126	—	—	—
Tax payables	3,725	4,923	7,836	7,453
Current liabilities	438,726	18,305	19,865	16,826
Total liabilities	610,966	20,552	20,682	17,520
Net current (liabilities)/assets	(306,970)	91,204	57,124	54,192
Net (liabilities)/assets	(421,254)	140,321	113,994	102,577

(d) Financial position as at 31 December 2023

As at 31 December 2023, the Group's total assets mainly comprised cash and cash equivalents of approximately HK\$85.5 million, financial assets at fair value through profit or loss of approximately HK\$27.5 million and trade receivables of approximately HK\$20.6 million. The total assets of the Group decreased by approximately 15.2% from approximately HK\$189.7 million as at 31 December 2022 to approximately HK\$160.9 million as at 31 December 2023. As advised by the management of the Company, such decrease was mainly due to (i) the decrease in deposits from approximately HK\$49.8 million as at December 2022 to HK\$84,000 as at 31 December 2023; (ii) the decrease in cash and cash equivalents from approximately HK\$119.5 million as at 31 December 2022 to approximately HK\$85.5 million as at 31 December 2023; and partially offset by (a) the existence of financial assets at fair value through profit or loss of approximately HK\$27.5 million as at 31 December 2023 (as at 31 December 2022: nil); (b) the increase in intangible assets from approximately HK\$3.2 million as at 31 December 2022 to approximately HK\$15.4 million as at 31 December 2023; and (c) the increase in trade receivables from approximately HK\$9.8 million as at 31 December 2022 to approximately HK\$20.6 million as at 31 December 2023.

As at 31 December 2023, the Group's total liabilities mainly comprised other payables and accruals of approximately HK\$12.7 million and tax payables of approximately HK\$4.9 million. Total liabilities of the Group decreased by approximately 96.6% from approximately HK\$611.0 million as at 31 December 2022 to approximately HK\$20.6 million as at 31 December 2023. As advised by the management of the Company, such decrease was mainly due to the decrease in promissory notes amounted to approximately HK\$584.2 million as at 31 December 2022 (as at 31 December 2023: nil), mainly caused by the surrender of promissory notes on 30 June 2023.

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The Group recorded a turnaround of financial position from net liabilities of approximately HK\$421.3 million as at 31 December 2022 to net assets of approximately HK\$140.3 million as at 31 December 2023. According to the management of the Company, such improvement in the Group's financial position was mainly due to the profit-making position during FY2023 mainly caused by the surrender of promissory notes on 30 June 2023.

(e) Financial position as at 31 December 2024

As at 31 December 2024, the Group's total assets mainly comprised cash and cash equivalents of approximately HK\$53.6 million, financial assets at fair value through profit or loss of approximately HK\$26.3 million, intangible assets of approximately HK\$23.5 million and trade receivables of approximately HK\$18.2 million. The total assets of the Group decreased by approximately 16.3% from approximately HK\$160.9 million as at 31 December 2023 to approximately HK\$134.7 million as at 31 December 2024. As advised by the management of the Company, such decrease was mainly due to (i) the decrease in cash and cash equivalents from approximately HK\$85.5 million as at 31 December 2023 to approximately HK\$53.6 million as at 31 December 2024, mainly caused by the dividend paid to the non-controlling interests of a subsidiary in Thailand; (ii) the decrease in trade receivables from approximately HK\$20.6 million as at 31 December 2023 to approximately HK\$18.2 million as at 31 December 2024; and partially offset by the increase in intangible assets from approximately HK\$15.4 million as at 31 December 2023 to approximately HK\$23.5 million as at 31 December 2024.

As at 31 December 2024, the Group's total liabilities mainly comprised other payables and accruals of approximately HK\$10.3 million and tax payables of approximately HK\$7.8 million. Total liabilities of the Group remained stable at approximately HK\$20.6 million and HK\$20.7 million as at 31 December 2023 and 31 December 2024 respectively.

The Group's net assets decreased by approximately HK\$26.3 million from approximately HK\$140.3 million as at 31 December 2023 to approximately HK\$114.0 million as at 31 December 2024. According to the management of the Company, such decrease in net assets was mainly due to the dividend paid to the non-controlling interests of a subsidiary in Thailand.

(f) Financial position as at 30 June 2025

As at 30 June 2025, the Group's total assets mainly comprised cash and cash equivalents of approximately HK\$49.9 million, financial assets at fair value through profit or loss of approximately HK\$26.1 million, intangible assets of approximately HK\$14.7 million and trade receivables of approximately HK\$12.8 million. The total assets of the Group decreased by approximately 10.8% from approximately HK\$134.7 million as at 31 December 2024 to approximately HK\$120.1 million as at 30 June 2025. As advised by the management of the Company, such decrease was mainly due to (i) the decrease in intangible assets of approximately HK\$23.5 million as at 31 December 2024 to approximately HK\$14.7 million as at 30 June 2025; (ii) decrease in trade receivables from approximately HK\$18.2 million as at 31 December 2024 to approximately HK\$12.8

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million as at 30 June 2025; (iii) the decrease in cash and cash equivalents from approximately HK\$53.6 million as at 31 December 2024 to approximately HK\$49.9 million as at 30 June 2025; and partially offset by the increase in prepayments, deposits and other receivables from approximately HK\$5.1 million as at 31 December 2024 to approximately HK\$8.3 million as at 30 June 2025.

As at 30 June 2025, the Group's total liabilities mainly comprised tax payables of approximately HK\$7.5 million and other payables and accruals of approximately HK\$6.2 million. Total liabilities of the Group decreased by approximately 15.3% from approximately HK\$20.7 million as at 31 December 2024 to approximately HK\$17.5 million as at 30 June 2025. As advised by the management of the Company, such decrease was mainly due to the decrease in other payables and accruals from approximately HK\$10.3 million as at 31 December 2024 to approximately HK\$6.2 million as at 30 June 2025.

The Group's net assets decreased by approximately HK\$11.4 million from approximately HK\$114.0 million as at 31 December 2024 to approximately HK\$102.6 million as at 30 June 2025. According to the management of the Company, such decrease in net assets was mainly due to (i) the loss-making position during HY2025; and (ii) the dividend paid to the non-controlling interests of a subsidiary in Thailand.

(g) Our view

After considering that, (i) by excluding the one-off gain on surrender of promissory notes to the Company during FY2023, the Group's financial performance suffered from a loss for the year of approximately HK\$2.2 million for FY2023 as compared to a profit for the year of approximately HK\$35.5 million for FY2022 and remained unstable at a slight profit for the year of approximately HK\$1.9 million for FY2024 and a loss for the period of approximately HK\$6.7 million for HY2025; (ii) the Group's net assets decreased from approximately HK\$140.3 million as at 31 December 2023 to approximately HK\$114.0 million as at 31 December 2024, and further decreased to approximately HK\$102.6 million as at 30 June 2025; and (iii) the additional funding needs to support the Group's business expansion and development as detailed under the paragraph headed "II. Reasons for and benefits of the Rights Issue and intended use of proceeds" below in this letter, we are of the view that the Rights Issue is in the interest of the Company and the Shareholders (including the Independent Shareholders) as a whole.

II. Reasons for and benefits of the Rights Issue and intended use of proceeds

As stated in the Letter from the Board, the net proceeds from the Rights Issue (the "**Net Proceeds**"), if fully subscribed, (after deducting the related expenses) are estimated to be up to approximately HK\$150.9 million (assuming no change in the number of Shares in issue on or before the Record Date), of which the Company intends to apply the Net Proceeds as to:

- (i) approximately HK\$12.7 million (representing 8.4% of the Net Proceeds) for building up a new development team in the PRC including the recruitment of approximately 8–10 professional staff members and the purchase of necessary office equipment, IT software and hardware;

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- (ii) approximately HK\$11.6 million (representing 7.7% of the Net Proceeds) for setting up a development base in Indonesia including the rental of a new office in Indonesia, the recruitment of 15–20 local professional and support staff members and the purchase of necessary office equipment, IT software and hardware;
- (iii) approximately HK\$42.1 million (representing 27.9% of the Net Proceeds) for acquisition of new simulation games (3–4 games) including purchase of the patents, trademarks, intellectual properties and licenses (if any);
- (iv) approximately HK\$56.9 million (representing 37.7% of the Net Proceeds) for marketing for existing games and new games in Indonesia and other markets in Southeast Asia including advertising campaigns, promotion events and purchase of promotional materials; and
- (v) approximately HK\$27.6 million (representing 18.3% of the Net Proceeds) for general working capital for the Group including but not limited to staff salary, Directors' remuneration, office rent and rates, professional fees (including but not limited to legal advisers and auditors), listing annual fee, and other administrative overheads.

As stated in the Letter from the Board, as at the Latest Practicable Date, the Group expects to utilise the Net Proceeds by 31 December 2026. For the expected timeline on the utilisation of the Net Proceeds, please refer to the section headed “Reasons for and benefits of the Rights Issue and intended use of proceeds — Timeline for intended use of proceeds” in the Letter from the Board. According to the Letter from the Board, in respect of utilising the item (iv) above of the Net Proceeds, the management of the Company plans to expand the Group's business into Indonesia, Vietnam, and Malaysia markets (following Singapore and Thailand). Since these markets have unique business environments, each with distinct languages, cultures, and game style preferences, the management of the Company believes that adequate resources to launch marketing campaigns is key to break into those competitive markets. The management of the Company intends to allocate approximately HK\$56.9 million (approximately 37.7% of the Net Proceeds) in the following manner:

- (a) approximately HK\$3.0 million (approximately 1.96% of the Net Proceeds) will be used for advertisements on social media such as Google, Facebook, game forums, YouTube, gaming magazines and the online game payment gateways;
- (b) approximately HK\$21.5 million (approximately 14.28% of the Net Proceeds) will be used for organizing offline PR/KOL events (such as player gathering) with souvenirs, gifts and other marketing materials on a regular basis for loyalty or high-payment game players;
- (c) approximately HK\$17.7 million (approximately 11.72% of the Net Proceeds) will be used for sponsoring events and game shows such as game exhibitions, offline game shows in each market, game competitions and industry conferences to promote our game; and

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- (d) approximately HK\$14.7 million (approximately 9.74% of the Net Proceeds) will be used for sponsoring KOL live game show on a monthly basis. The Company plans to engage at least 8–10 local KOLs to promote new and existing games in Indonesia, Vietnam and Malaysia.

As discussed in the paragraph headed “1. Background and financial information of the Group” above in this letter, we noted that there was a decreasing trend of the Group’s cash and cash equivalents from approximately HK\$85.5 million as at 31 December 2023 to approximately HK\$49.9 million as at 30 June 2025, in tandem with the decreasing trend of the Group’s net assets from approximately HK\$140.3 million as at 31 December 2023 to approximately HK\$102.6 million as at 30 June 2025. As stated in the Letter from the Board, the Group intends to use such existing cash and cash equivalents (subject to future changes depending on the Group’s actual needs) for (i) payroll expenses to the Group’s existing employees; (ii) the enhancement of corporate image in Southeast Asia; (iii) legal and professional fees; and (iv) general working capital for the Group. Since the Group’s existing cash and cash equivalents has been earmarked for the Group’s business operations, representing a tight in the Group’s existing cash and cash equivalents for the business expansion and development, the management of the Company considers that it is necessary for the Company to conduct the Rights Issue for funding the use of proceeds from the Rights Issue set out above.

According to the 2025 Interim Report, in order to support the development and expansion of the Group’s business, the Group intends to set up a research and development team, and publish games in Indonesia. The Group will also prudently consider acquiring or investing in games and other internet projects that align with its business interests should there be suitable opportunities. In this regard, we have discussed with the Directors and be advised that

- (i) the usage of the Net Proceeds for acquiring new simulation games (3–4 games) including purchase of the patents, trademarks, intellectual properties and licenses (if any) aligns with the Group’s strategy to devote more resources on game development and game publishing business; and
- (ii) the usage of the Net Proceeds for (a) setting up a development base in Indonesia including the rental of a new office in Indonesia, the recruitment of 15–20 local professional and support staff members and the purchase of necessary office equipment, IT software and hardware; and (b) marketing for existing games and new games in Indonesia and other markets in Southeast Asia including advertising campaigns, promotion events and purchase of promotional materials can expand the Group’s business development in Southeast Asia.

We concur with the Directors’ view that the Rights Issue would provide an opportunity to raise capital for the Group to accommodate the funding needs for the operation and expansion of the Group, as well as whilst broadening the capital base of the Group.

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To assess the market outlook of the gaming industry in Indonesia, we have researched and reviewed the following data and information. Based on our research on the gaming industry and esports sector in Indonesia, according to PricewaterhouseCoopers' s Global Entertainment & Media Outlook 2025–2029¹, after contracting by 3.1% in 2023, the market's revenue bounced back to US\$1.6 billion in 2024 — reflecting a robust 9.7% year-on-year recovery. Growth is expected to peak at 12.5% in 2025, before stabilising between 5.5% and 9.2% through 2029, when revenues are forecast to reach US\$2.4 billion. It is further mentioned that such strong momentum shall position Indonesia as one of the world's most dynamic gaming markets, fuelled by rising consumer engagement, mobile-first behaviour, and ongoing improvements in digital infrastructure.

According to the Ministry of Communication and Information of Indonesia², Indonesia's gaming population was 174.1 million gamers in 2021 and projected to increase to 192.1 million gamers by 2025, representing a compound annual growth rate of approximately 2.5% and that Indonesia has the largest number of gamers in Southeast Asia, reaching 43% in 2022. We also note that the government of Indonesia has initiatives to promote its gaming industry, by enacting the Presidential Regulation No. 19 of 2024 on the Acceleration of National Game Industry Development (PR 19/2024)² on 12 February 2024, through skills training, opening access to financing and capital for the national game industry, increasing promotion and tax incentives.

On the basis that the uptrend in gaming industry in terms of revenue coupled with the government initiative led by Indonesia government, we consider that the market outlook of the gaming industry in Indonesia will remain positive.

To assess the market outlook of the gaming industry in Vietnam and Malaysia, we have researched and reviewed the following data from the government agencies in Vietnam and Malaysia.

According to the report titled “Strategy for Management and Development of the Online Gaming Industry in Vietnam (2025–2030)” finalized by the Department of Broadcasting, Television, and Electronic Information under the Ministry of Information and Communications (MIC) of Vietnam³, the Vietnam gaming industry is expected to generate US\$1.66 billion by 2025 with a compound annual growth rate of 9.77%, reaching US\$2.42 billion by 2029. It is expected that the strong momentum in Vietnam's digital economy, where online entertainment is becoming a key component of economic and technological development.

According to an article issued by the Malaysian Investment Development Authority (MIDA)⁴, the Malaysian Government's leading and forward-thinking agency, the Malaysia gaming industry generated an estimated US\$802 million revenue in 2023 and expected to grow at a compound annual growth rate of 8.7% through 2027.

¹ <https://www.pwc.com/id/en/media-centre/press-release/2025/english/pwc-forecasts-steady-growth-indonesia-entertainment-media-industry-global-outlook-2025-2029.html>

² Annex of the Government of the Republic of Indonesia issued Presidential Regulation Number 19 of 2024 on the Acceleration of National Game Industry Development: <https://peraturan.bpk.go.id/Details/277601/perpres-no-19-tahun-2024>

³ <https://vietnamnews.vn/economy/1716994/viet-nam-targets-us-2-4-billion-in-gaming-industry-revenue-by-2029.html>

⁴ Viet Nam News is published by the Vietnam News Agency, the official state-run news agency of the Vietnam <https://www.mida.gov.my/kuala-lumpur-levels-up-powering-the-future-of-global-gaming-ecosystem/>

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On the basis that the gaming industry demonstrated an increasing trend in terms of revenue projected by the government agencies in Vietnam and Malaysia, we consider that the market outlook of the gaming industry in Vietnam and Malaysia will remain positive.

Having considered (i) the Group's existing cash and cash equivalents is in tight and has earmarked for the stable liquidity on the existing business operations; (ii) the Group's business expansion to the gaming markets in Southeast Asia, including Indonesia, Vietnam and Malaysia aligns with the Group's intention to set up a research and development team, and publish games in Indonesia and devote more resources on game development and game publishing business; (iii) the prospect of gaming markets in Southeast Asia, including Indonesia, Vietnam and Malaysia will remain positive; and (iv) the Rights Issue would broaden the capital base of the Group, we concur with the Directors' view that the Rights Issue is fair and reasonable and in the interest of the Company and the Shareholders (including the Independent Shareholders) as a whole.

III. Other financing alternatives

We have also made enquiry to the Directors, other financing alternatives, including debt financing, and other forms of equity financing such as open offer, placing have been considered.

The Directors advised us that debt financing would result in additional interest burden of the Group and create pressure to the liquidity of the Group. The Group's net current assets decreased from approximately HK\$91.2 million as at 31 December 2023 to approximately HK\$57.1 million as at 31 December 2024 and further dropped to approximately HK\$54.2 million as at 30 June 2025. According to the Directors, such decrease in the Group's net current assets was mainly due to the decrease of cash and cash equivalents from approximately HK\$85.5 million as at 31 December 2023 to approximately HK\$53.6 million as at 31 December 2024 and further dropped to approximately HK\$49.9 million as at 30 June 2025. The Directors also advised that debt financing may require lengthy due-diligence and negotiation process. Based on the current financial position of the Company, the Directors consider that it is not beneficial to raise fund by debt financing.

In addition to debt financing, we understand that the Directors had considered to conduct equity financing such as open offer. According to the Directors, 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. According to the Directors, the Company has considered to placing of up to 38,400,000 new shares under the general mandate in June 2025, but the placing has been lapsed and terminated on 11 July 2025 as further extension of the long stop date has not been negotiated. For details, please refer to the Company's announcements dated 24 June 2025, 2 July 2025 and 11 July 2025.

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In view of the above, the Directors considered that the Rights Issue is the most suitable equity financing method available to the Group as:

- (i) the Qualifying Shareholders have the option to subscribe for the Rights Shares at their sole discretion;
- (ii) the Qualifying Shareholders who do not take up their entitlements can sell the nil-paid Rights Shares in the market; and
- (iii) the Rights Issue offers all the Qualifying Shareholders equal opportunities to participate in the enlargement of the Group's capital base and enables the Shareholders to maintain their proportionate interests in the Company and continue to participate in development of the Company in the future should they wish to do so.

After considering that (i) debt financing would increase the Group's interest burden and create pressure to the liquidity of the Group; (ii) open offer does not offer the Qualifying Shareholders the option to sell the nil-paid Rights Shares in the market; (iii) the recent placing of new shares under general mandate was lapsed and terminated on 11 July 2025; and (iv) the Rights Issue will enable the Shareholders to maintain their proportionate interests in the Company should they so wish, we concur with the Directors' view that the Rights Issue is fair and reasonable and in the interest of the Company and the Shareholders (including the Independent Shareholders) as a whole.

IV. Principal terms of the Rights Issue and the Placing Agreement

(a) *Rights Issue*

Issue statistics

Set out below are the principal terms of the Rights Issue:

Basis of the Rights Issue	: One (1) Rights Share for every two (2) Shares held on the Record Date
Subscription Price	: HK\$1.58 per Rights Share
Number of existing Shares in issue as at the Latest Practicable Date	: 192,000,000 Shares
Number of Rights Shares	: Up to 96,000,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date), representing 50.0% of the Company's total issued number of Shares as at the Latest Practicable Date and approximately 33.3% of the enlarged issued Shares upon completion of the Rights Issue.

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Gross proceeds and net proceeds : Assuming no change in the issued Shares on or before the Record Date, and all the Qualifying Shareholders taking up their respective allotment of Rights Shares in full: Gross proceeds: up to approximately HK\$151.7 million Net proceeds (after deducting the estimated expenses): up to approximately HK\$150.9 million

Aggregate nominal value of the Rights Shares : Up to approximately HK\$1,600,000

As at the Latest Practicable Date, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

Subscription Price

The Subscription Price is HK\$1.58 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, when a transferee of nil- paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 25.12% to the closing price of HK\$2.11 per Share as at the Latest Practicable Date;
- (ii) a discount of approximately 20.20% to the closing price of HK\$1.98 per Share as quoted on the Stock Exchange on the Last Trading Day (the “**LTD Discount**”);
- (iii) a discount of approximately 27.85% to the average closing price per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day of approximately HK\$2.19 per Share (the “**5 Days Discount**”);
- (iv) a discount of approximately 24.40% to the average closing price per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day of approximately HK\$2.09 per Share;
- (v) a discount of approximately 14.59% to the theoretical ex-rights price of approximately HK\$1.85 per Share based on the closing price of HK\$1.98 per Share as quoted on the Stock Exchange on the Last Trading Day and number of Shares in issue as at the date of the Announcement (the “**TERP Discount**”);

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- (vi) a premium of approximately 166.12% to the latest published audited consolidated net asset value per Share as at 31 December 2024 of approximately HK\$0.59 (based on the annual report for the year ended 31 December 2024 of the Company);
- (vii) a premium of approximately 195.74% to the latest published unaudited consolidated net asset value per Share as at 30 June 2025 of approximately HK\$0.53 (based on the interim report for the six months ended 30 June 2025 of the Company); and
- (viii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 9.13%, represented by the theoretical diluted price of approximately HK\$1.99 per Share to the benchmarked price (as defined under 7.27B of the Listing Rules, taking into account the closing price on the Last Trading Day of HK\$1.98 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of the Announcement of approximately HK\$2.19 per Share) of approximately HK\$2.19 per Share.

For details of the terms of the Rights Issue, please refer to the section headed “Proposed Rights Issue” in the Letter from the Board.

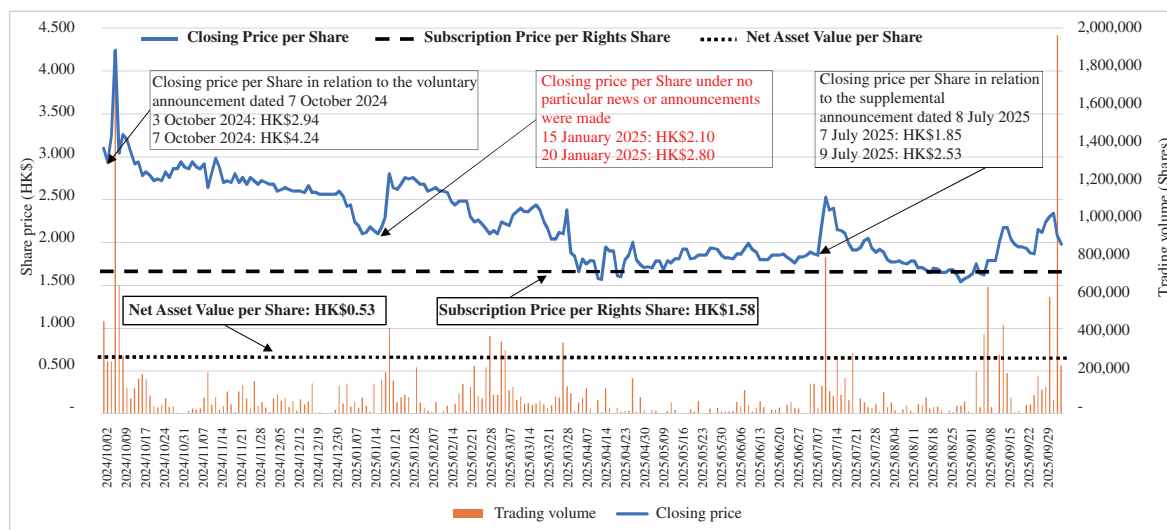
(b) Historical Share price performance

According to the Letter from the Board, the net price per Rights Share (i.e. Subscription Price with cost and expenses incurred in the Rights Issue deducted) upon full acceptance of the provisional allotment of Rights Shares is estimated to be approximately HK\$1.57. The Subscription Price was determined with reference to, among others, (i) the market price of the Shares under the prevailing market conditions taking into consideration the relatively cautious investment sentiment of the general public investors in Hong Kong amid economic uncertainties; (ii) the low trading volume of the Shares for the three months immediately preceding and up to the Last Trading Day, the Company’s average daily trading volume of approximately 145,539 Shares represented merely approximately 0.08% of the total number of issued Shares as at the Last Trading Day; (iii) the latest business performance and financial position of the Group as discussed in the paragraph headed “(V) Financial and trading prospects of the Group” under the section headed “Appendix I Financial information of the Group” in this Circular; and (iv) the reasons for and benefits of proposed Rights Issue as discussed in the section headed “Reasons for and benefits of the Rights Issue and intended use of proceeds” in the Letter from the Board. Each Qualifying Shareholder will be entitled to subscribe for the Rights Shares at the same Subscription Price in proportion to his/her/its shareholding held on the Record Date.

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

In order to assess the fairness and reasonableness of the Subscription Price, we have reviewed the daily closing price of the Shares (the “**Closing Prices**”) during the period from 2 October 2024 to 3 October 2025 (being 12 months immediately preceding the Last Trading Day) (the “**Review Period**”). We consider the Review Period is adequate to illustrate the recent price movement of the Shares which reflect prevailing market sentiments and the comparison between the Closing Prices and the Subscription Price. The chart below illustrates the historical Closing Prices during the Review Period:

Historical daily closing price of the Share during the Review Period



Source: Website of the Stock Exchange (www.hkex.com.hk)

During the Review Period, the highest and the lowest Closing Prices were HK\$4.24 on 7 October 2024 and HK\$1.54 on 27 August 2025, with an average closing price of approximately HK\$2.22.

The closing prices of the Shares demonstrated a first surge from HK\$2.94 per Share on 3 October 2024 to HK\$4.24 per Share on 7 October 2024, representing an increase of approximately 44.2%. Save for the publication of voluntary announcement on unusual price and trading volume movements on 7 October 2024, no particular news or announcement were made by the Company on that period and the Directors are not aware of any reason for such increase of the Share price. After that, the closing prices of the Shares demonstrated a generally decreasing trend from HK\$4.24 per Share on 7 October 2024 to HK\$2.10 on 15 January 2025. Then, the closing price of the Share suddenly rose again from HK\$2.10 on 15 January 2025 to HK\$2.80 on 20 January 2025, representing an increase of approximately 33.3%. No particular news or announcement were made by the Company on that period and the Directors are not aware of any reason for such increase of the Share price.

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

After 20 January 2025, the closing prices of Shares was on a generally decreasing trend from HK\$2.80 on 20 January 2025 to HK\$1.85 on 7 July 2025. Then, there was a sudden rise again in the closing price from HK\$1.85 per Share on 7 July 2025 to HK\$2.53 per Share on 9 July 2025, representing an increase of approximately 36.8%. Save for the publication of supplemental announcement on placing of new Shares under general mandate on 8 July 2025, no particular news or announcement were made by the Company on that period and the Directors are not aware of any reason for such increase of the Share price. After that, the closing prices of the Shares demonstrated a generally decreasing trend from HK\$2.53 per Share on 9 July 2025 to HK\$1.98 on the Last Trading Day.

We noted that the Subscription Price of HK\$1.58 per Rights Share is below the majority of the Closing Prices during the Review Period. The Subscription Price represents (i) a discount of approximately 62.74% to the highest Closing Price of HK\$4.24 on 7 October 2024; (ii) a slight premium of approximately 2.60% to the lowest Closing Price of HK\$1.54 on 27 August 2025; and (iii) a discount of approximately 28.83% to the average Closing Price of approximately HK\$2.22 during the Review Period.

After the publication of the Announcement, the closing prices of Shares demonstrated a generally sideways trend from HK\$1.98 per Share on the Last Trading Day to HK\$2.11 per Share on the Latest Practicable Date.

With reference to the sub-paragraph headed “(d) Market comparables analysis” below in this paragraph, we noted that it is a common market practice that the subscription price of a rights issue is set at a discount to the prevailing market prices of the relevant shares to encourage the existing shareholders to participate in a rights issue as to meet the need of equity fund raising. We concur with the Directors’ view that the Subscription Price, which is set at a discount to the prevailing market prices of the Shares by the LTD Discount, the 5 Days Discount and the TERP Discount, is in line with the general market practice and thus acceptable.

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

(c) *Trading liquidity of the Shares*

We also considered the trading liquidity of the Shares from the average daily trading volume as a percentage to (i) the total number of issued Shares as at the end of the corresponding months/periods; and (ii) the total number of issued Shares held by public Shareholders as at the end of the corresponding months/periods.

Months/Periods	Number of trading days	Average daily trading volume of Shares during the months/ periods	Percentage of average daily trading volume to the issued Shares % (Note 1)	Percentage of average daily trading volume to the issued Shares held by public Shareholders % (Note 2)
2024				
October	21	239,471	0.125	0.211
November	21	68,210	0.036	0.060
December	20	52,245	0.027	0.046
2025				
January	19	105,487	0.055	0.093
February	20	102,170	0.053	0.090
March	21	120,950	0.063	0.106
April	19	50,174	0.026	0.044
May	20	16,890	0.009	0.015
June	21	34,010	0.018	0.030
July	22	132,409	0.069	0.116
August	21	32,086	0.017	0.028
September	22	172,986	0.090	0.152
From 2 October 2025 to 3 October 2025	2	1,108,050	0.577	0.975
		Maximum	0.577	0.975
		Minimum	0.009	0.015
		Mean	0.090	0.151
The Review Period	249	103,244	0.054	0.091
From 6 October 2025 to the Latest Practicable Date	11	219,636	0.114	0.193

Source: Website of the Stock Exchange (www.hkex.com.hk)

Notes:

1. It is calculated by dividing the average daily trading volume of Shares for the month/period by the total number of Shares in issue at the end of month/period; and
2. It is calculated by dividing the average daily trading volume of Shares for the month/period by the total number of Shares in issue held by the public Shareholders at the end of month/period.

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

As illustrated in the above table, the average daily trading volume of the Shares during the Review Period ranged from approximately 16,890 Shares to approximately 1,108,050 Shares, representing (i) from approximately 0.009% to approximately 0.577% of the total number of the Shares in issue; or (ii) from approximately 0.015% to approximately 0.975% of the total number of the Shares held by public Shareholders, with an average of approximately 103,244 Shares, representing (i) approximately 0.054% of the total number of the Shares in issue; or (ii) approximately 0.091% of the total number of the Shares held by public Shareholders. We noted from the above table that the liquidity of the Shares was generally thin during the Review Period. During the period from 6 October 2025 to the Latest Practicable Date, the average daily trading volume of the Share remained generally thin at approximately 219,636 Shares, representing (i) approximately 0.114% of the total number of the Shares in issue; or (ii) approximately 0.193% of the total number of the Shares held by public Shareholders.

As aforementioned, the Subscription Price of HK\$1.58 is below the majority of the Closing Prices throughout the Review Period. Given that (i) the generally thin liquidity of the Shares during the Review Period; and (ii) the general decreasing trend of the Closing Prices from HK\$3.10 per Share on 2 October 2024 to HK\$1.98 on the Last Trading Day, we consider that it is reasonable to offer a discount for the Subscription Price to encourage the Qualifying Shareholders to subscribe for the Rights Shares; or the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to the placee(s) pursuant to the Placing Agreement.

(d) Market comparables analysis

We have further performed an analysis on the comparison between the Rights Issue and other rights issues conducted by other listed companies on the Stock Exchange which were announced from 1 January 2025 to the Last Trading Day. We identified an exhaustive list of 15 comparables (the “**Rights Issue Comparables**”) based on the selection criteria that (i) the shares of the company are listed on the Stock Exchange; (ii) the market capitalisation of the company ranges from HK\$50 million to HK\$500 million as at the respective last trading day; and (iii) the rights issue is conducted on a non-underwritten basis, best-effort underwritten basis or non-fully underwritten basis. We consider that the aforementioned selection criteria of the Rights Issue Comparables from 1 January 2025 to the Last Trading Day (3 October 2025) allows us to (i) capture the Rights Issue Comparables, which could provide a general reference for the recent market practice in relation to the principal terms of rights issue; and (ii) generate a sufficient sample size for the purpose of our comparable analysis. Shall the Rights Issue Comparables be different in their principal activities, business nature, market capitalisations, financial performance and financial positions as compared to the Company, having considered that our analysis is mainly concerned of the principal terms of the rights issues under the prevailing market condition and sentiment, we consider that the Rights Issue Comparables can provide a general reference in relation to the terms of rights issue under recent market condition and sentiment. In view of the above, we are of the view that the Rights Issue Comparables are fair and representative. Details of the Rights Issue Comparables are set out below:

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

No	Name of company (stock code)	Date of initial announcement (market capitalisation as at the respective last trading day)	Basis of entitlement	Discount of the subscription price to the average closing price for the last five consecutive trading days up to and including the last trading day (%)	Discount of the subscription price over/(to) the net asset value based on the respective latest annual report/interim report (%)	Theoretical dilution effect (%)	Excess application/Placing (%)	Fixed placing fee HK\$	Placing commission (%)	Underwriting arrangement	Identity of underwriter	Underwriting commission (%)	Maximum dilution on shareholding (%)
													(Note 1)
1	Colour Life Services Group Co., Limited (1778)	27/1/2025 (HK\$245 million)	1 for 4	0.00	(2.14)	0.00	(94.98)	N	N	Non-underwritten	N	N	20.00
2	Timeless Resources Holdings Limited (8028)	27/2/2025 (HK\$66 million)	1 for 2	(9.64)	(8.72)	(6.81)	(23.28)	N	N	Non-underwritten	N	N	33.33
3	ISP Holdings Limited (2340)	11/4/2025 (HK\$85 million)	1 for 2	(74.50)	(73.58)	(66.07)	(85.59)	N	N	Non-underwritten	N	N	33.33
4	C Cheng Holdings Limited (1486)	29/4/2025 (HK\$88 million)	1 for 2	(67.21)	(66.44)	(57.75)	(92.75)	N	3.00	Non-underwritten	N	N	33.33
5	SEEC Media Group Limited (205)	7/5/2025 (HK\$106 million)	1 for 2	(23.61)	(26.17)	(17.29)	(53.78)	100,000	3.00	Non-underwritten	N	N	33.33
6	Greenheart Group Limited (94)	10/6/2025 (HK\$74 million)	1 for 2	(9.25)	(4.97)	(6.44)	(88.80)	150,000	2.00	Non-underwritten	N	N	33.33
7	Prestone Capital Limited (804)	10/6/2025 (HK\$68 million)	3 for 2	(40.71)	(41.55)	(22.14)	(70.77)	N	5.00	Non-underwritten	N	N	60.00
8	Sanergy Group Limited (2459)	7/7/2025 (HK\$205 million)	1 for 2	(55.60)	(56.30)	(45.50)	(89.00)	N	3.50 (Note 2)	Non-underwritten	N	N	33.33
9	Shin Hwa World Limited (582)	25/7/2025 (HK\$277 million)	1 for 1	(34.21)	(33.07)	(17.11)	(97.12)	N	N	Best-effort underwritten	Independent Third Party	1.00	50.00
10	Da Yu Financial Holdings Limited (1073)	30/7/2025 (HK\$328 million)	1 for 2	(16.67)	(18.92)	(11.76)	(45.45)	N	N	Non-underwritten	N	N	33.33
11	Tomo Holdings Limited (6928)	4/8/2025 (HK\$214 million)	1 for 2	(62.10)	(63.20)	(52.20)	25.00	N	1.00	Non-underwritten	N	N	33.33
12	Value Convergence Holdings Limited (821)	6/8/2025 (HK\$116 million)	2 for 1	(4.26)	(5.86)	(1.53)	(71.06)	N	2.50	Non-underwritten	N	N	66.67

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

No	Name of company (stock code)	Date of initial announcement (market capitalisation as at the respective last trading day)	Basis of entitlement	Discount of the subscription price to the average closing price for the last five consecutive trading days up to and including the last trading day (%)	Discount of the subscription price over/(to) the net asset value based on the respective latest annual report/interim report (%)	Excess application/Placing (%)	Theoretical dilution effect (%)	Fixed placing fee HK\$	Placing commission arrangement (%)	Identity of underwriter	Underwriting commission (%)	Maximum dilution on shareholding (%)		
												(Note 1)		
13	Capital VC Limited (2324)	13/8/2025 (HK\$74 million)	1 for 1	(27.30)	(24.80)	(15.79)	(82.00)	13.60	Placing	100,000	3.00	Non-underwritten	N	50.00
14	Many Idea Cloud Holdings Limited (6696)	4/9/2025 (HK\$58 million)	6 for 1	(22.08)	(24.56)	(4.94)	(90.53)	20.63	Placing	N	0.20	Non-underwritten	N	85.71
15	Perfeteach International Holdings Limited (765)	26/9/2025 (HK\$118 million)	1 for 2	(18.06)	(20.70)	(12.72)	152.14	6.99	Excess application	N	N	Non-underwritten	N	33.33
			Maximum	0.00	(2.14)	0.00	152.14	24.93		150,000	5.00			85.71
			Minimum	(74.50)	(73.38)	(66.07)	(97.12)	0.43		50,000	0.20			20.00
			Mean	(31.01)	(31.39)	(22.54)	(53.86)	13.18		116,667	2.58			42.16
	The Company (1909)	5/10/2025 (HK\$380 million)	1 for 2	(20.20)	(27.85)	(14.59)	195.74	9.13	Placing	100,000	N	Non-fully underwritten	Connected person	33.33

Source: Website of the Stock Exchange (www.hkex.com.hk)

Notes:

- 1 Calculation formula of maximum dilution effect of shareholding: (number of new shares to be issued under the basis of entitlement)/(number of existing shares held for the entitlement for the new shares under the basis of entitlement + number of new shares to be issued under the basis of entitlement) x 100%.
- 2 The placing agents may receive a discretionary commission up to HK\$1.0 million.

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

As shown in the above table, we noted that 14 out of 15 Rights Issue Comparables set the subscription price at a discount to their respective last trading days. It demonstrates that it is common to set the subscription price of a rights issue at a discount to its prevailing market price in order to encourage the existing shareholders to participate the rights issue.

Based on the above Rights Issue Comparables, we can also summarise our findings:

- (i) the subscription price to the closing price on the respective last trading day of the Rights Issue Comparables ranged from no discount to a discount of approximately 74.50%, with an average discount of approximately 31.01%. The Subscription Price represents a discount of approximately 20.20% to the closing price per Share on the Last Trading Day, which is lower than the average discount of the Rights Issue Comparables;
- (ii) the subscription price to the average closing price for the last five consecutive trading days immediately prior to and including the respective last trading day of the Rights Issue Comparables ranged from a discount of approximately 2.14% to a discount of approximately 73.38%, with an average discount of approximately 31.39%. The Subscription Price represents a discount of approximately 27.85% to the average closing price per Share for the last five consecutive trading days immediately prior to and including the Last Trading Day, which is also lower than the average discount of the Rights Issue Comparables;
- (iii) the subscription price to the theoretical ex-rights price on the respective last trading day of the Rights Issue Comparables ranged from no discount to a discount of approximately 66.07%, with an average discount of approximately 22.54%. The Subscription Price represents a discount of approximately 14.59% to the ex-rights price per Share on the Last Trading Day, which is also lower than the average discount of the Rights Issue Comparables;
- (iv) the subscription price to the net asset value per share of the Rights Issue Comparables ranged from a premium of approximately 152.14% to a discount of approximately 97.12%, with an average discount of approximately 53.86%. The Subscription Price represents a premium of approximately 195.74% to the unaudited consolidated net asset value per Share as at 30 June 2025, which is higher than all the Rights Issue Comparables; and
- (v) the theoretical dilution effect of the Rights Issue Comparables ranged from approximately 0.43% to 24.93%, with an average of approximately 13.18%. The theoretical dilution effect of the Rights Issue of approximately 9.13% is lower than the average theoretical dilution effect the Rights Issue Comparables.

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

(e) Our view on the Subscription Price

Having considered that:

- (i) it is a common market practice for the companies listed on the Stock Exchange to set the subscription price of a rights issue at a discount to the market price in order to encourage the existing shareholders to participate the rights issue;
- (ii) the discounts represented by the Subscription Price to the closing price on the Last Trading Day, the average closing price per Share for the last five consecutive trading days immediately prior to and including the Last Trading Day and the theoretical ex-rights price per Share are lower than the average discounts of the Rights Issue Comparables;
- (iii) the premium represented by the Subscription Price to the net asset value per Share as at 30 June 2025 is higher than all the Rights Issue Comparables;
- (iv) the theoretical dilution effect of the Rights Issue is lower than the average theoretical dilution effect of the Rights Issue Comparable;
- (v) the closing price of the Shares was on a generally downward trend during the Review Period;
- (vi) the trading volume of the Shares was generally thin during the Review Period;
- (vii) the Rights Issue would strengthen the capital base and financial position of the Group;
- (viii) other financing alternatives may not be feasible as discussed in the paragraph headed “III. Other financing alternatives” above in this letter; and
- (ix) all the Qualifying Shareholders are offered an equal opportunity to participate in the Rights Issue and to take up their entitlements in full at the same price to maintain their respective shareholdings in the Company,

we are of the view that the Subscription Price is on normal commercial terms, fair and reasonable as far as the Independent Shareholders are concerned.

(f) The Placing Agreement and the Compensatory Arrangements

On 5 October 2025, the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the Placing Period to placee(s) who and whose ultimate beneficial owner(s) are Independent Third Party(ies) on a best-effort basis.

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

Set out below are the principal terms of the Placing Agreement:

Date : 5 October 2025

Issuer : The Company

Placing Agent : SBI China Capital Financial Services Limited was appointed as the Placing Agent to procure, on a best-effort basis, placees to subscribe for the Unsubscribed Rights Shares and NQS Unsold Rights Shares during the Placing Period.

The Placing Agent is a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. The Placing Agent and its ultimate beneficial owner(s) are not interested in any Shares and are Independent Third Parties.

Placing Period : The period commencing from Wednesday, 10 December 2025 and ending on 4:00 p.m. on Tuesday, 16 December 2025, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Compensatory Arrangements.

Commission and expenses : Subject to the fulfilment of the conditions set out in the Placing Agreement and the completion of the Placing, the Company shall pay to the Placing Agent in respect of the Placing, a Placing Commission, in Hong Kong dollars, HK\$100,000, pursuant to the terms of the Placing Agreement.

Placing price of the Unsubscribed Rights Shares and NQS Unsold Rights Shares : The placing price of the Unsubscribed Rights Shares and/or NQS Unsold Rights Shares (as the case may be) shall be not less than the Subscription Price and the final price determination will be dependent on the demand for and the market conditions of the Unsubscribed Rights Shares and/or NQS Unsold Rights Shares during the process of placement.

Placees : The Unsubscribed Rights Shares and NQS Unsold Rights Shares shall only to be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies).

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

Ranking of the placed
Unsubscribed Rights
Shares and NQS
Unsold Rights Shares : The Unsubscribed Rights Shares and NQS Unsold Rights Shares (when placed, allotted, issued and fully paid, if any) shall rank *pari passu* in all respects among themselves and with the existing Shares then in issue.

Conditions precedent : The obligations of the Placing Agent under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled:

- (i) the Independent Shareholders passing (a) the ordinary resolutions at the EGM to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder; and (b) the special resolution at the EGM to approve the Whitewash Waiver;
- (ii) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Underwriting Termination;
- (iii) the SFC having granted the Whitewash Waiver;
- (iv) the Company's warranties contained in the Placing Agreement remain true and accurate and not misleading in all material respects at all time prior to the date of completion of the Rights Issue; and
- (v) the Stock Exchange granting the listing of, and permission to deal in, the Unsubscribed Rights Shares and the NQS Unsold Rights Shares with or without conditions.

None of the above conditions precedent are capable of being waived by the parties to the Placing Agreement. As at the Latest Practicable Date, none of the above conditions precedent has been fulfilled.

In the event that the above condition precedents have not been fulfilled on or before the completion of the Rights Issue, all rights, obligations and liabilities of the parties thereunder in relation to the Placing shall cease and determine and none of the parties shall have any claim against the other in respect of the Placing (save for any antecedent breaches thereof prior to such termination).

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

Termination : The obligations of the Placing Agent under the Placing Agreement will be terminated if all of the Rights Shares have been accepted by the Qualifying Shareholders on or before the Latest Time for Acceptance.

Sulfulon, a substantial shareholder of the Company as at the time of conducting the Rights Issue, will act as the Underwriter. Pursuant to Rule 7.21(2) of the Listing Rules, the Company will make arrangements described in Rule 7.21(1)(b) of the Listing Rules to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares only to independent placees who and whose ultimate beneficial owner(s) are Independent Third Party(ies), for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

For details of the terms of the Placing Agreement and the Compensatory Arrangements, please refer to the section headed “Proposed Rights Issue — Placing Agreement” and “Proposed Rights Issue — Procedures in respect of the Unsubscribed Rights Shares, the NQS Unsold Rights Shares and the Compensatory Arrangements” in the Letter from the Board respectively.

(g) The Placing and the Compensatory Arrangements

Pursuant to the Placing Agreement, the placing price of the Unsubscribed Rights Shares and/or the NQS Unsold Rights Shares (as the case may be) shall be not less than the Subscription Price. The final price will be determined based on the demand for and the market conditions of the Unsubscribed Rights Shares and/or the NQS Unsold Rights Shares during the process of placement. Given that (i) the placing price shall be not less than the Subscription Price, which is not prejudicial to the interests of the Qualifying Shareholders; and (ii) the Subscription Price is fair and reasonable as discussed above in this paragraph, we consider that the placing price, which shall be not less than the Subscription Price is fair and reasonable so far as the Independent Shareholders are concerned.

Regarding the Placing and the Compensatory Arrangements, we also note that among the Rights Issue Comparables, 8 out of 15 Rights Issue Comparables had the placing and compensatory arrangements, which suggests that it is a common market practice for such arrangement. Given that the Placing and the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Rights Shares and/or the NQS Unsold Rights Shares; (ii) a compensatory mechanism for No Action Shareholders and the Non-Qualifying Shareholders; and (iii) it is a common market practice for the placing and compensatory arrangements, we consider that the Placing and the Compensatory Arrangements are on normal commercial terms so far as the Independent Shareholders are concerned.

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

(h) The Placing Commission

Pursuant to the terms of the Placing Agreement, subject to fulfilment of the conditions set out in the Placing Agreement and the completion of the Placing, the Company shall pay to the Placing Agent in respect of the Placing, a Placing Commission in Hong Kong dollars, of HK\$100,000.

As stated in the Letter from the Board, the engagement between the Company and the Placing Agent of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares was determined after arm's length negotiation between the Placing Agent and the Company and is on normal commercial terms with reference to the existing financial position of the Group, the size of the Rights Issue, and the current and expected market conditions.

According to the Rights Issue Comparables above in this paragraph, we noted that the fixed placing fee of the Rights Issue Comparables ranged from HK\$100,000 to HK\$150,000, with an average of HK\$116,667. The Placing Commission of HK\$100,000 is lower than the average fixed placing fee of the Rights Issue Comparables. Furthermore, according to the Placing Agreement, there is no placing commission rate to be payable by the Company. We are of the view that the Placing Commission is fair and reasonable so far as the Independent Shareholders are concerned and in the interest of the Company and the Shareholders (including the Independent Shareholders) as a whole.

V. Principal terms of the Underwriting Agreement

On 5 October 2025, the Company and the Underwriter entered into the Underwriting Agreement, pursuant to which the Rights Shares (other than those Rights Shares subject to the Irrevocable Undertakings) will be non-fully underwritten by the Underwriter in accordance with the terms of the Underwriting Agreement as described below.

Set out below are the principal terms of the Underwriting Agreement:

Date : 5 October 2025

Issuer : The Company

Underwriter : Sulfulon

LETTER FROM JOINT INDEPENDENT FINANCIAL ADVISERS

Sulfulon is a company incorporated in the British Virgin Islands with limited liability which is principally engaged in investment holding and does not engage in securities underwriting as part of its ordinary course of business. As at the Latest Practicable Date, Sulfulon is beneficially interested in 65,500,000 Shares, representing approximately 34.1% of the total issued Shares and is a controlling shareholder of the Company. As such, the Underwriter complies with Rule 7.19(1)(b) of the Listing Rules. The ultimate beneficial owner of Sulfulon is Mr. Zhang.

- Number of Rights Shares underwritten by the Underwriter : Sulfulon has (other than the Rights Shares agreed to be taken up by Sulfulon, Mr. Zhang and Infinities Investment under the Irrevocable Undertakings) conditionally agreed to underwrite such number of Rights Shares not taken up under the Compensatory Arrangements, which together with the Shares already held by the Sulfulon Concert Group and the Undertaken Shares, and depending on the number of Untaken Rights Shares, up to 51.0% of the total enlarged issued Shares at completion of the Rights Issue. For the avoidance of doubt, no further Rights Share will be taken by Sulfulon under the Underwriting Agreement, when the number of Shares held by Sulfulon Concert Group (together with the Undertaken Shares) have already reached 51.0% of the total enlarged issued Shares at completion of the Rights Issue. The remaining Rights Shares (if any) will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.
- Commission : The Underwriter will not receive any underwriting commission
- Public Float Requirement : The Company and the Underwriter shall ensure the Company complies with the Public Float Requirement upon completion of the Underwriting Agreement.

For details of the terms of the Underwriting Agreement, please refer to the section headed “The Underwriting Agreement” in the Letter from the Board.

As stated in the 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 by reference to the financial position of the Group, the size of the Rights Issue, the current and expected market condition and the prevailing market rate.

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Pursuant to the Irrevocable Undertakings, each of Mr. Zhang, Sulfulon and Infinities Investment has unconditionally and irrevocably undertaken to the Company, among other things, that (i) he/it will not sell or transfer such Shares before the Latest Time for Acceptance or the termination of the Rights Issue; and (ii) he/it will accept and pay for the full entitlements to the provisional allotment under the Rights Issue, being 1,920,000 Rights Shares for Mr. Zhang, 32,750,000 Rights Shares for Sulfulon, and 4,500,000 Rights Shares for Infinities Investment. Pursuant to the Underwriting Agreement, Sulfulon has (other than the Rights Shares agreed to be taken up by Sulfulon, Mr. Zhang and Infinities Investment under the Irrevocable Undertakings) conditionally agreed to underwrite such number of Rights Shares not taken up under the Compensatory Arrangements, which together with the Shares already held by the Sulfulon Concert Group and the Undertaken Shares, and depending on the number of Untaken Rights Shares, up to 51.0% of the total enlarged issued Shares at completion of the Rights Issue. We consider that the aforesaid Irrevocable Undertakings and the underwriting arrangement would secure the Company's fund-raising through the Rights Issue to a certain extent. Furthermore, the Irrevocable Undertakings given by Mr. Zhang, Sulfulon and Infinities Investment, together with the underwriting arrangement indicate the Sulfulon Concert Group's support for the Rights Issue and the Group's business expansion and development.

Pursuant to the Underwriting Agreement, the Underwriter will not receive any underwriting commission. We consider that this is beneficial to the Company as it can avoid any additional transaction cost to be incurred should the Company appoint a willing independent underwriter for the Rights Issue.

Having considered that (i) the Unsubscribed Rights Shares and the NQS Unsold Rights Shares will firstly be placed to the independent place(s) by the Placing Agent before underwritten by Sulfulon; (ii) the underwriting arrangement will enable the Group to secure fund-raising through the Rights Issue to a certain extent; (iii) the Irrevocable Undertakings given by Mr. Zhang, Sulfulon and Infinities Investment, together with the underwriting arrangement indicate the continuous support from Sulfulon Concert Group to the Group's business expansion and development; (iv) the underwriting arrangement made by Sulfulon is in compliance with Rule 7.21(1)(b) of the Listing Rules; (v) there is no cost incurred to the Company for the underwriting arrangement which is favourable to the Company; (vi) the Rights Issue would strengthen the capital base and financial position of the Group; (vii) the Subscription Price is on normal commercial terms, fair and reasonable as discussed in the paragraph headed "IV. Principal terms of the Rights Issue and the Placing Agreement" above in this letter; and (viii) the Placing, the Compensatory Arrangements and the Placing Commission are on normal commercial terms, fair and reasonable as discussed in the paragraph headed "IV. Principal terms of the Rights Issue and the Placing Agreement" above in this letter, we are of the view that although the entering of the Underwriting Agreement is not in the ordinary and usual course of the Group's business, the Underwriting Agreement is on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and in the interest of the Company and the Shareholders (including the Independent Shareholders) as a whole.

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VI. Potential dilution effect of the Rights Issue on the shareholding structure of the Group

All the Qualifying Shareholders are entitled to subscribe for the Rights Shares. For those Qualifying Shareholders who take up their full provisional allotments under the Rights Issue, their shareholding interests in the Company will remain unchanged after the completion of the Rights Issue. Those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and the Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted upon completion of the Rights Issue and their aggregate shareholding interests in the Company may be reduced by a maximum of approximately 33.33%. It should be noted that the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, such as the results of acceptance of the Rights Issue. Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date and (ii) immediately upon completion of the Rights Issue:

	As at the Latest Practicable Date		Immediately after completion of the Rights Issue (assuming full acceptance of the Rights Shares by all the Qualifying Shareholders)		Immediately after completion of the Rights Issue (assuming nil acceptance of the Rights Shares by the Qualifying Shareholders, except for Sulfulon, Infinities Investment and Mr. Zhang have taken up on the Rights Shares pursuant to the Irrevocable Undertakings and all of the Unsubscribed Rights Shares and NQS Unsold Rights Shares have been placed by the Placing Agent)		Immediately after completion of the Rights Issue (assuming nil acceptance of the Rights Shares by the Qualifying Shareholders, except for Sulfulon, Infinities Investment and Mr. Zhang have taken up on the Rights Shares pursuant to the Irrevocable Undertakings and the Underwriting Agreement and none of the Unsubscribed Rights Shares and NQS Unsold Rights Shares have been placed by the Placing Agent)	
	Number of shares	Approximate %	Number of shares	Approximate %	Number of shares	Approximate %	Number of shares	Approximate %
Shareholders								
Sulfulon and parties acting in concert								
Sulfulon (Note 1)	65,500,000	34.1	98,250,000	34.1	98,250,000	34.1	99,039,184	42.7
Infinities Investment (Note 1)	9,000,000	4.7	13,500,000	4.7	13,500,000	4.7	13,500,000	5.8
Mr. Zhang (Note 1)	3,840,000	2.0	5,760,000	2.0	5,760,000	2.0	5,760,000	2.5
The Sulfulon Concert Group	78,340,000	40.8	117,510,000	40.8	117,510,000	40.8	118,299,184	51.0
								(Note 2)
Independent placees	—	—	—	—	56,830,000	19.7	—	—
Public Shareholders	113,660,000	59.2	170,490,000	59.2	113,660,000	39.5	113,660,000	49.0
	192,000,000	100.0	288,000,000	100.0	288,000,000	100.0	231,959,184	100.0

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Notes:

- 1 As at the Latest Practicable Date, Mr. Zhang is interested in approximately 40.8% of the total issued Shares, i.e. 78,340,000 Shares, comprising of:
 - (i) 65,500,000 Shares (representing approximately 34.1% of the issued Shares) held by Sulfulon, where Mr. Zhang is interested in the entire issued shares of Sulfulon and he is therefore deemed to be interested in the Shares held by Sulfulon by virtue of the SFO;
 - (ii) 9,000,000 Shares (representing approximately 4.7% of the issued Shares) held by Infinities Investment, where Mr. Zhang is interested in the entire issued shares of Infinities Investment, which is wholly owned by Infinities Super Holding Limited. Infinities Super Holding Limited is a company incorporated in the Cayman Islands with limited liability and is wholly-owned by Mr. Zhang. Therefore, Mr. Zhang is deemed to be interested in the Shares held by Infinities Investment by virtue of the SFO; and
 - (iii) 3,840,000 Shares owned by him directly, representing approximately 2.0% of the issued Shares.
- 2 As at the Latest Practicable Date, each of Sulfulon, Infinities Investment and Mr. Zhang, has provided the Irrevocable Undertakings to the Company; and Sulfulon, acting as the Underwriter, has entered into the Underwriting Agreement with the Company on 5 October 2025. For details, please refer to the section headed “Proposed Rights Issue — Irrevocable Undertakings” and the section headed “Proposed Rights Issue — The Underwriting Agreement” in this Circular.
- 3 As at the Latest Practicable Date, none of the Directors and/or their respective connected persons was directly or indirectly interested in any Shares.
- 4 As confirmed by the Directors, the Company will take all appropriate steps to ensure the sufficient public float being maintained for the purpose of complying with the Public Float Requirement.

We are aware of the potential dilution effects of the Rights Issue. Nonetheless, we consider that the foregoing should be balanced by the following factors:

- (i) it is in the interests of the Company and the Shareholders (including the Independent Shareholders) as a whole to raise capital through the Rights Issue for the Group’s business expansions as discussed in the paragraph headed “II. Reasons for and benefits of the Rights Issue and intended use of proceeds” above in this letter;
- (ii) the Rights Issue would broaden the capital base of the Group;
- (iii) the Qualifying Shareholders have their choices of whether to accept the Rights Issue or not;
- (iv) the Qualifying Shareholders are provided an equal opportunity to subscribe for their assured entitlements under the Rights Issue for the purpose of maintaining their respective existing shareholding interests in the Company;
- (v) the Qualifying Shareholders have the opportunity to sell their nil-paid Rights Shares in the market if they do not wish to take up the Rights Issue entitlements;
- (vi) the Qualifying Shareholders who wish to increase their shareholding interests in the Company through the Rights Issue, may, subject to availability, acquire additional nil-paid Rights Shares in the market;

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- (vii) the Compensatory Arrangements will provide a compensatory mechanism for the No Action Shareholders and the Non-Qualifying Shareholders;
- (viii) the maximum dilution effect of shareholding of the Rights Issue of approximately 33.33% is lower than the average maximum dilution of approximately 42.16% of the Rights Issue Comparables;
- (ix) the theoretical dilution effect of the Rights Issue of approximately 9.13% is lower than the average theoretical dilution effect of approximately 13.18% of the Rights Issue Comparables, and complies with the dilution limit under the Listing Rules;
- (x) the positive impact on the financial position of the Group as a result of the Rights Issue as mentioned in the paragraph headed “VII. Possible financial effect of the Rights Issue” below in this letter; and
- (xi) the Independent Shareholders are offered a chance to express their views on the terms of the Rights Issue through their votes at the EGM.

Having considered the above, we are of the view that the potential dilution effect on the shareholding is acceptable.

VII. Possible financial effect of the Rights Issue

Shareholders should consider the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company as stated in the section headed “Appendix II Unaudited pro forma financial information of the Group” (the “**Pro Forma Information**”) in this Circular.

According to the Pro Forma Information, as at 30 June 2025, the Group had unaudited consolidated net tangible assets of the Group attributable to owners of the Company of approximately HK\$82.2 million. As stated in the Pro Forma Information, assuming completion of the Rights Issue took place on 30 June 2025, the unaudited consolidated net tangible assets of the Group attributable to owners of the Company would increase from approximately HK\$82.2 million to HK\$233.1 million. The unaudited consolidated net tangible assets per Share before completion of the Rights Issue was approximately HK\$0.43, upon completion of the Rights issue, the unaudited pro forma adjusted consolidated net tangible assets per Share immediately after completion of the Rights issue would increase from approximately HK\$0.43 to HK\$0.81.

According to the 2025 Interim Report, as at 30 June 2025, the Group had unaudited consolidated net asset value of the Group attributable to owners of the Company of approximately HK\$96.9 million. Assuming completion of the Rights Issue took place on 30 June 2025, the unaudited consolidated net asset value of the Group attributable to owners of the Company would increase from approximately HK\$96.9 million to approximately HK\$247.8 million. The unaudited consolidated net asset value per Share before completion of the Rights Issue was approximately HK\$0.50, upon completion of the Rights Issue, the unaudited pro forma adjusted consolidated net asset value per Share immediately after completion of the Rights issue would increase from approximately HK\$0.50 to HK\$0.86.

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It should be noted that the aforementioned analyses are for illustrative purpose only and do not purport to represent how the financial position of the Group will be upon completion of the Rights Issue.

VIII. The Whitewash Waiver

As at the Latest Practicable Date, the Sulfulon Concert Group is interested in 78,340,000 Shares in aggregate, representing approximately 40.8% of the existing issued Shares.

Assuming (i) there is no change in the number of issued Shares from the Latest Practicable Date up to and including the date of completion of the Rights Issue; (ii) none of the Qualifying Shareholders other than Mr. Zhang, Sulfulon and Infinities Investment have taken up their entitlements under the Rights Issue; and (iii) none of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent, (I) the aggregate interests in the Company held by the Sulfulon Concert Group upon the completion of the Rights Issue will increase from the current level of approximately 40.8% to approximately 51.0% of the issued Shares as enlarged by the allotment and issue of the Rights Shares; and (II) the shareholding of Sulfulon in the Company will be increased from approximately 34.1% to approximately 42.7% of the issued Shares on a stand-alone basis. The Sulfulon Concert Group will, in the absence of the Whitewash Waiver, be obliged to make a mandatory cash offer for all issued Shares not already owned or agreed to be acquired by it pursuant to Rule 26 of the Takeovers Code, unless the Whitewash Waiver is granted.

If the Whitewash Waiver is granted by the Executive and approvals by the Independent Shareholders are obtained, upon completion of the Rights Issue, assuming there is no change in the issued Shares other than the allotment and issue of Rights Shares, the maximum potential holding of voting rights of the Sulfulon Concert Group in the Company will exceed 50%, the Sulfulon Concert Group may thereafter increase its shareholdings in the Company without incurring any further obligation under Rule 26 of the Takeovers Code to make a general offer.

The Sulfulon Concert Group has made an application to the Executive for the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code. The Whitewash Waiver, if granted by the Executive, would be subject to, among other things, (i) the approval of the Whitewash Waiver by at least 75% of the Independent Shareholders at the EGM by way of poll; and (ii) the approval by more than 50% of the Independent Shareholders at the EGM by way of poll in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder. The Sulfulon Concert Group and those who are involved in and/or interested in the Rights Issue, the Placing Agreement, the Underwriting Agreement or the Whitewash Waiver are required to abstain from voting on the proposed resolutions approving the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder at the EGM. If the Whitewash Waiver is not granted by the Executive, the Rights Issue will not proceed.

In view that (i) it is in the interests of the Company and the Shareholders (including the Independent Shareholders) as a whole to raise capital through the Rights Issue for the Group's business expansions as discussed in the paragraph headed "II. Reasons for and benefits of the

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Rights Issue and intended use of proceeds” above in this letter; (ii) the Rights Issue would strengthen the capital base and financial position of the Group; (iii) the principal terms of the Rights Issue and the Placing Agreement are on normal commercial terms, fair and reasonable as discussed in the paragraph headed “IV. Principal terms of the Rights Issue and the Placing Agreement” above in this letter; (iv) the principal terms of the Underwriting Agreement are on normal commercial terms, fair and reasonable as discussed in the paragraph headed “V. Principal terms of the Underwriting Agreement” above in this letter; and (v) the approval of the Whitewash Waiver by the Independent Shareholders and the granting of the Whitewash Waiver by the Executive is a non-waivable condition precedent to the Rights Issue, we are of the view that the Whitewash Waiver is fair and reasonable so far as the Independent Shareholders are concerned and in the interest of the Company and the Shareholders (including the Independent Shareholders) as a whole.

RECOMMENDATION

Having considered the principal factors and reasons as discussed above, in particular,

- (i) the Group’s existing cash and cash equivalents is in tight and has been earmarked for the Group’s existing business operations which represents that the Group’s has immediate funding needs to raise fund for business expansion and development;
- (ii) the prospect of gaming markets in Southeast Asia, including Indonesia, Vietnam and Malaysia will remain positive as discussed in the paragraph headed “Reasons for and benefits of the Rights Issue and intended use of proceeds”;
- (iii) the Rights Issue would strengthen the capital base and financial position of the Group;
- (iv) the Rights Issue is the most preferable option over the other financing alternatives such as debt financing, placing of new Shares and open offer, as it will not increase the Group’s interest burden, not create pressure to the Group’s liquidity and allow all the Qualifying Shareholders to participate in the Rights Issue for the business expansion and development of the Group with the flexibility of trading of nil-paid Rights Shares in the market;
- (v) the principal terms of the Rights Issue and the Placing Agreement are consistent with prevailing market practices as discussed in paragraph headed “IV. Principal terms of the Rights Issue and the Placing Agreement”;
- (vi) the principal terms of the Underwriting Agreement are consistent with prevailing market practices as discussed in paragraph headed “V. Principal terms of the Underwriting Agreement”;
- (vii) the Irrevocable Undertakings as provided by Mr. Zhang, Sulfulon and Infinities Investment and the underwriting commitment demonstrate the Sulfulon Concert Group’s confidence in the Group’s future development, and there is no underwriting commission will be charged by Sulfulon for its commitment under the Underwriting Agreement;

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- (viii) the maximum dilution on the shareholding interests of public Shareholders, which will be potentially diluted by up to a maximum of approximately 33.33% following the completion of the Rights Issue, is considered to be acceptable given the financial position of the Group, and that the principal terms of the Rights Issue, the Placing Agreement and the Underwriting Agreement are on normal commercial terms, fair and reasonable; and
- (ix) the approval of the Whitewash Waiver by the Independent Shareholders and the granting of the Whitewash Waiver by the Executive is a non-waivable condition precedent to the Rights Issue. If the Whitewash Waiver is not granted by the Executive, or if granted, is not approved by the Independent Shareholders, the Rights Issue will not proceed,

we consider that although the entering of the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder are not in the ordinary and usual course of the Group's business, the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and in the interest of the Company and the Shareholders (including the Independent Shareholders) as a whole. Accordingly, we recommend (i) the Independent Board Committee to advise the Independent Shareholders; and (ii) the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the EGM to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of
RaffAello Capital Limited
Tsang Kin Hung
Managing Director
(Note 1)

Yours faithfully,
For and on behalf of
Dakin Capital Limited
Tam Kin Fong
Managing Director
(Note 2)

Notes:

1. Mr. Tsang Kin Hung is a responsible officer of RaffAello Capital Limited, which is licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has been active in the field of corporate finance advisory for over 20 years, and has been involved in and completed various corporate finance advisory transactions.
2. Mr. Tam Kin Fong is a responsible officer of Dakin Capital Limited, which is licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has been active in the field of corporate finance advisory for over 20 years, and has been involved in and completed various corporate finance advisory transactions.

(I) FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for each of the three financial years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2025 are set out in the following documents which have been published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.firerock.sg:

- the annual report of the Company for the year ended 31 December 2022 published on 9 August 2023 (pages 68 to 136)

(<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0809/2023080900768.pdf>);
- the annual report of the Company for the year ended 31 December 2023 published on 25 April 2024 (pages 73 to 140)

(<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0425/2024042503109.pdf>);
- the annual report of the Company for the year ended 31 December 2024 published on 25 April 2025 (pages 69 to 132)

(<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0425/2025042500093.pdf>);
and
- the interim report of the Company for the six months ended 30 June 2025 published on 29 August 2025 (pages 24 to 42)

(<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0829/2025082902504.pdf>).

Set out below is a summary of the audited consolidated financial results of the Group for the financial years ended 31 December 2022, 2023 and 2024 respectively, as extracted from the relevant published annual report of the Company for the relevant years, and the unaudited consolidated financial results of the Group for the six months ended 30 June 2024 and 2025 as extracted from the published interim report of the Company for the relevant periods.

	For the year ended 31 December		
	2022	2023	2024
	HK\$'000	HK\$'000	HK\$'000
	(audited)	(audited)	(audited)
Revenue	115,063	134,927	140,591
Direct costs	<u>(38,470)</u>	<u>(27,388)</u>	<u>(27,826)</u>
Gross profit	76,593	107,539	112,765
Other income	50,920	19,728	321
Surrender of promissory notes	—	574,716	—
Change in fair values of financial assets at fair value through profit or loss	—	(2,255)	(891)
Research costs	—	(19,780)	(9,037)
Distribution costs	(42,028)	(55,471)	(40,692)
Administrative expenses	(22,794)	(31,670)	(43,339)
Loss on disposal of subsidiaries	—	(2,880)	—
Finance costs	<u>(18,505)</u>	<u>(9,138)</u>	<u>(101)</u>
Profit before income tax	44,186	580,789	19,026
Income tax expense	<u>(8,699)</u>	<u>(8,271)</u>	<u>(17,173)</u>
Profit for the year	<u>35,487</u>	<u>572,518</u>	<u>1,853</u>
Profit/(Loss) attributable to:			
Owners of the Company	30,201	559,911	(17,065)
Non-controlling interests	<u>5,286</u>	<u>12,607</u>	<u>18,918</u>
	<u>35,487</u>	<u>572,518</u>	<u>1,853</u>
Total comprehensive (loss)/income attributable to:			
Owners of the Company	31,312	561,081	(18,773)
Non-controlling interests	<u>5,110</u>	<u>12,704</u>	<u>18,723</u>
	<u>36,422</u>	<u>573,785</u>	<u>(50)</u>
Earnings/(Loss) per share			
Basic and diluted (HK\$ cents)	0.79	14.60	(0.40)
Dividend per Share	Nil	Nil	Nil

	For the six months ended 30 June	
	2024	2025
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(restated)	
	(unaudited)	(unaudited)
Revenue	62,999	72,919
Direct costs	<u>(10,783)</u>	<u>(17,521)</u>
Gross profit	52,216	55,398
Other income	238	659
Change in fair values of financial assets at fair value through profit or loss	6,468	(232)
Impairment loss on intangible assets	—	(10,803)
Distribution costs	(26,553)	(19,960)
Administrative expenses	(14,216)	(23,057)
Finance costs	<u>(44)</u>	<u>(44)</u>
Profit before income tax	18,109	1,961
Income tax expense	<u>(4,046)</u>	<u>(8,634)</u>
Profit/(Loss) for the year	<u>14,063</u>	<u>(6,673)</u>
Profit/(Loss) attributable to:		
Owners of the Company	6,766	(18,242)
Non-controlling interests	<u>7,297</u>	<u>11,569</u>
	<u>14,063</u>	<u>(6,673)</u>
Total comprehensive (loss)/income attributable to:		
Owners of the Company	2,765	(15,370)
Non-controlling interests	<u>6,717</u>	<u>11,862</u>
	<u>9,482</u>	<u>(3,508)</u>
Earnings/(Loss) per share		
Basic and diluted (HK\$ cents)	3.52	(9.50)
Dividend per Share	Nil	Nil

Except as disclosed in the above summary, there were no items of income or expenses which are material during the years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2024 and 2025.

No dividend was paid or proposed by the Company during the years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2024 and 2025.

The management discussion and analysis of the Company for each of the years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2024 and 2025 are disclosed in the annual reports of the Company for the years ended 31 December 2022, 2023 and 2024 and the interim report of the Company for the six months ended 30 June 2025 respectively.

Crowe (HK) CPA Limited is the auditor of the Company. No modified opinion, emphasis of matter or material uncertainty related to going concern was contained in the Company's auditor's report for the financial year ended 31 December 2024. Modified opinion was issued in the Company's auditor's report for the financial years ended 31 December 2022 and 2023, and a material uncertainty related to going concern existed for the financial year ended 31 December 2022, the details of which are extracted from the annual reports of the Company for the years ended 31 December 2022 and 2023 and set out as follows:

For the year ended 31 December 2022

“QUALIFIED OPINION

We have audited the consolidated financial statements of Fire Rock Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 75 to 136, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR QUALIFIED OPINION

1. Comparative information

We were firstly appointed as auditor of the Company on 13 April 2023. As set out in notes 3(c) and 32 to the Group's consolidated financial statements for the year ended 31 December 2022, the directors of the Company (the “Directors”)

considered that the Group had lost control (i.e. the ability to direct the operating and financing activities that significantly affect the Group's returns) over Shenzhen Fire Element Network Technology Company Limited ("**Shenzhen Fire Element**"), Shenzhen Fire Element Network Science and Technology Company Limited ("**Shenzhen Fire Element Network Science and Technology**"), Shenzhen Tak Shing Technology Limited ("**Shenzhen Tak Shing**") and Shenzhen Viking Network Technology Co., Limited ("**Shenzhen Viking**"), collectively referred as to the "PRC Major Subsidiaries", since 4 December 2021 (the "**Deconsolidation Date**") based on the legal opinion issued by the Company's PRC lawyer on 20 June 2023 and criminal judgement issued by the People's Court of Yuanjiang, Hunan Province on 13 March 2023 stating that:

- the management of the PRC Major Subsidiaries were detained by the Public Security Bureau on 4 December 2021 for their committing the crime of establishment of a gambling house through the mobile game developed and operated by the PRC Major Subsidiaries; and
- the PRC Major Subsidiaries' official seals, financial seals, financial records and computer hardware, which are necessary for operating the mobile games business in the PRC, were seized by the Public Security Bureau on 4 December 2021;

As a result, the operation of the PRC Major Subsidiaries was substantially ceased since 4 December 2021. The Directors considered that the financial position, financial performance and cash flows of the PRC Major Subsidiaries are significant to the Group's consolidated financial statements for the year ended 31 December 2021. The Directors prepared the consolidated financial statements of the Group for the year ended 31 December 2021 based on the PRC Major Subsidiaries' unaudited statements of financial position as at 4 December 2021 and unaudited statements of profit or loss for the period from 1 January 2021 to 4 December 2021. However, as a result of the circumstances described above, the Directors were unable to provide us with the complete set of accounting books and records for the PRC Major Subsidiaries. We were therefore unable to carry out audit procedures to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether items below are free from material misstatements:

- the Group's consolidated equity on 1 January 2021;
- the corresponding figures (in respect of the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and consolidated statement of cash flows for the year ended 31 December 2021, which were substantially attributable to the PRC Major Subsidiaries, and the related disclosure notes) disclosed in the consolidated financial statements for the year ended 31 December 2022;
- the existence, rights and obligations, completeness, accuracy and fair value of assets and liabilities acquired, the related deferred tax adjustment and the corresponding goodwill from the acquisition of the holding company of

Shenzhen Tak Shing and Shenzhen Viking at the acquisition date in 2021 as set out in note 31 and the disclosure of such in other related disclosure notes to the consolidated financial statements for the year ended 31 December 2022; and

- *the existence, rights and obligations, completeness, accuracy, valuation of assets and liabilities of PRC Major Subsidiaries at the Deconsolidation Date and the loss arising from the deconsolidation of PRC Major Subsidiaries of approximately HKD1,200,338,000 for the year ended 31 December 2021 as set out in note 32 and the disclosure of such in other related disclosure notes to the consolidated financial statements for the year ended 31 December 2022.*

Our opinion on the current year's consolidated financial statements is modified because of the possible effect of this matter on the comparability of the current year's figures and the corresponding figures.

2. Valuation of refundable deposits paid for strategic acquisitions

As set out in note 20(a) to the consolidated financial statements for the year ended 31 December 2022, the Group had paid refundable deposits of USD2,500,000 (equivalent to approximately HKD19,500,000) and USD4,500,000 (equivalent to approximately HKD35,024,000) at 31 December 2022 and 2021 respectively to a party (the “Vendor”) for the acquisition of certain equity shares in an entity (the “Target”), which is engaged in provision of digital payment services in Singapore, held by the Vendor. In April 2022, USD2,000,000 (equivalent to approximately HKD15,524,000) was refunded by the Vendor. According to the deed signed on 21 June 2022 and the agreement on 2 July 2022 entered into between the Vendor and the Group, the Vendor agreed to repay the remaining balance of US\$2,500,000 (equivalent to approximately HKD19,500,000) through the transfer of the Vendor's certain equity shares in the Target to a private fund wholly-owned by the Group, of which the Group is a limited partner, at a consideration per share in the Target to be agreed between the Vendor and the Group. The Directors represented that the transfer of the aforesaid shares in the Target is subject to the approval by the relevant regulatory body in Singapore and the transfer application had been submitted to the relevant regulatory body. However, we are unable to obtain sufficient appropriate audit evidence to satisfy ourselves:

- *whether the transfer of the aforesaid shares in the Target has been submitted and in the process of approval by the relevant regulatory body; and*
- *as to the valuation of the deposit of HKD19,500,000 and HKD35,024,000 at 31 December 2022 and 2021 respectively and whether any impairment loss to this deposit is necessary at those dates.*

Any adjustments found to be necessary in respect of the refundable deposit had we obtained sufficient appropriate audit evidence would have had a consequential effect on the Group's consolidated financial statements for the years ended 31 December 2022 and 2021.

Accordingly, our audit opinion on the consolidated financial statements for the year ended 31 December 2021 was disclaimed.

*We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.*

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

As disclosed in note 3(d) to the consolidated financial statements, as at 31 December 2022, the Group’s current liabilities exceeded its current assets by approximately HKD306,970,000 and the Group had net liabilities of approximately HKD421,254,000. These events or condition, together with other matters described in note 3(d) to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.”

For the year ended 31 December 2023

“QUALIFIED OPINION

*We have audited the consolidated financial statements of Fire Rock Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 79 to 140, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.*

*In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.*

BASIS FOR QUALIFIED OPINION***Comparative information***

As set out in note 19(a) to the consolidated financial statements for the year ended 31 December 2023, the Group had a refundable deposit of USD2,500,000 (equivalent to approximately HKD19,500,000) (the “Refundable Deposit”) at 31 December 2022 paid to a party (the “Vendor”) for the acquisition of certain equity shares in an entity (the “Target”), which is engaged in provision of digital payment services in Singapore, held by the Vendor. According to the deed signed on 21 June 2022 and the agreement on 2 July 2022 entered into between the Vendor and the Group, the Vendor agreed to repay the Refundable Deposit through the transfer of the Vendor’s certain equity shares in the Target to a private fund wholly-owned by the Group, of which the Group is a limited partner, at a consideration per share in the Target to be agreed between the Vendor and the Group. The Directors represented that the transfer of the aforesaid shares in the Target is subject to the approval by the relevant regulatory body in Singapore and the transfer application had been submitted to the relevant regulatory body.

However, for the purpose of audit report issued on 27 July 2023 for the year ended 31 December 2022, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves:

- whether the transfer of the aforesaid shares in the Target has been submitted and in the process of approval by the relevant regulatory body; and*
- whether any impairment loss to this Refundable Deposit is necessary for the year ended 31 December 2022.*

Our auditor’s report on the consolidated financial statements of the Group for the year ended 31 December 2022 was modified accordingly.

As disclosed in note 19(a), the Refundable Deposit has been fully refunded to the Group on 15 August 2023. Accordingly, the Refundable Deposit was derecognised from the consolidated financial statements of the Group for the year ended 31 December 2023.

Accordingly, our opinion on the consolidated financial statements for the year ended 31 December 2023 is also modified because of the possible effects of this matter on the comparability of the current year’s figures and the corresponding figures.

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.”

(II) STATEMENT OF INDEBTEDNESS

As at the close of business on 31 August 2025, being the latest practicable date for the purpose of ascertaining information contained in this statement of indebtedness prior to the printing of this circular, the following table sets forth the indebtedness as at 31 August 2025:

	<i>HK\$'000</i> (unaudited)
Lease liabilities	
— Current	1,300
— Non-current	<u>243</u>
	<u><u>1,543</u></u>

The lease liabilities of approximately HK\$1,543,000 as stated in the statement of indebtedness above are unsecured and unguaranteed.

Save as aforesaid and apart from the intra-group liabilities, as at close of business on 31 August 2025, the Group did not have any debt securities issued and outstanding, any authorised or otherwise created but unissued, term loans, other borrowings, indebtedness in nature of borrowings including bank overdrafts, liabilities under acceptances (other than normal trade bills) or acceptance credits, hire purchase commitments, debentures, mortgages, charges, recognised lease liabilities, which are either guaranteed, unguaranteed, secured, or unsecured, or other material contingent liabilities or guarantees.

(III) SUFFICIENCY OF WORKING CAPITAL

Taking into account the financial resources available to the Group including the estimated net proceeds from the Rights Issue of up to approximately HK\$150.88 million, cash and cash equivalents on hand and cash flows from operating activities, the Directors are of the opinion that the Group will have sufficient working capital for its present requirements for at least the next twelve months from the date of this circular.

(IV) MATERIAL CHANGE

The Board confirms that save for (i) the share consolidation of every 20 issued and unissued shares of par value of one-twelfth Hong Kong cent each into one share of par value of 1.67 Hong Kong cents (rounded to two decimals), which has come into effect on 31 March 2025; (ii) the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date on a non-fully underwritten basis; (iii) the Placing Agreement in relation to the Rights Issue; (iv) the connected transaction in relation to the Underwriting Agreement and the transactions contemplated thereunder; and (v) application for the Whitewash Waiver, there is no material change in the financial or trading position or outlook of the Group since 31 December 2024, the date to which the latest audited consolidated financial statements of the Group were made up, up to and including the Latest Practicable Date.

(V) FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is a well-established game developer, publisher and operator. We are principally engaged in the development of mobile games (including game design, programming and graphics) and computer software related to game operation, on the basis of which we license our self-developed mobile games to licensed operators around the world (“**Game Development**”), assist third parties in promoting game-related business, and provide intellectual property rights licensing services to enterprises (“**Game Publishing and Operation**”). We also self-operate our self-developed games products in overseas markets.

For the year ended 31 December 2024, the Group’s revenue was approximately HK\$140.6 million, representing an increase of approximately HK\$5.7 million or 4.2% from approximately HK\$134.9 million for the year ended 31 December 2023. The increase was mainly due to increase in revenue from our game operation and publishing segment.

Loss attributable to equity owners of the Company for the year ended 31 December 2024 was approximately HK\$17.1 million whereas the profit attributable to equity owners of the Company for the year ended 31 December 2023 was approximately HK\$559.9 million. The decrease was mainly due to the one-time non-recurring income from the surrender of promissory notes, which was recognised for the year ended 31 December 2023 only.

The Group mainly financed its business operation with the existing cash and cash equivalents held. The Group intends to fund its expansion and business operations through internal resources and on-going internal growth. As at 31 December 2024, the Group had cash and cash equivalents amounting to approximately HK\$53.6 million, representing a decrease of approximately HK\$31.9 million, as compared with approximately HK\$85.5 million as of 31 December 2023. The decrease was mainly attributable to dividend paid to the non-controlling interests of a subsidiary in Thailand.

During the six months ended 30 June 2025, the Group’s revenue was approximately HK\$72.9 million, representing an increase of approximately HK\$9.9 million as compared to approximately HK\$63.0 million for the six months ended 30 June 2024, which was primarily due to the increase in revenue from the Royal World mobile game and the newly launched self-developed mobile game, Mythical Odyssey (神戰•洪荒).

Loss attributable to owners of the Company for the six months ended 30 June 2025 was approximately HK\$18.2 million, whereas the profit attributable to owners of the Company for the six months ended 30 June 2024 was approximately HK\$6.8 million. The decrease was mainly due to (i) the provision of impairment loss on the intangible assets made for some of our existing games, (ii) the amortisation of intangible assets for our new game, which was being commercially launched in March 2025 and (iii) the increase in staff costs during the reporting period.

As at 30 June 2025, the Group had cash and cash equivalents amounting to approximately HK\$49.9 million, representing a decrease of approximately HK\$3.7 million, as compared with approximately HK\$53.6 million as of 31 December 2024. The decrease was mainly attributable to the increase in staff cost during the reporting period.

To support the development and expansion of the Group's businesses, the Group intends to set up a research and development team and publish games in Indonesia and shall also seize opportunities as and when appropriate to acquire or invest in games as well as other internet projects which could interact with businesses of the Group. The Group intends to allocate approximately HK\$60.0 million, subject to adjustment based on market conditions and specific capital needs, as funding for its sustainable development in Southeast Asia for the next three years.

Upon in-depth research and understanding of overseas markets, the Group plans to treat Indonesia as its third Southeast Asian market (following Singapore and Thailand) for in-depth development. The Board will leverage its previous experience of publishing games in other markets for the publication or operation of new games in Indonesia, and it is expected that the Group could replicate its previous success in other Southeast Asian markets to the Indonesian market. The Group has set up the Indonesian business and its research and development team in the second half of 2025 and expects to generate income in mid-2026, while enhancing the Group's presence in the Southeast Asian market.

Going forward, the Group does not expect any material change to its existing business and operation in the near future and will continue to prudently consider acquiring or investing in games and other internet projects that align with its business interests should suitable opportunities arise. It is expected that the Group's enhanced presence in Indonesia will drive a stronger revenue stream in this region in the coming years.

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

Introduction

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company (the “**Unaudited Pro Forma Financial Information**”) has been prepared by the Directors in accordance with paragraph 4.29 of the Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circular” issued by the Hong Kong Institute of Certified Public Accountants is for illustration only, and is set out in this appendix to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group as at 30 June 2025 attributable to the owners of the Company as if the Rights Issue had taken place on such date.

The Unaudited Pro Forma Financial Information is prepared for illustrative purposes only, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2025 or at any future date; and

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The Unaudited Pro Forma Financial Information of the Group as at 30 June 2025 is prepared by the Directors based on the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2025, extracted from the Group's consolidated financial statements for the six months ended 30 June 2025, on which an interim report has been published, with adjustments described below.

Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 HK\$'000 (Note 1)	Estimated net proceeds from the Rights Issue HK\$'000 (Note 2)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company immediately after completion of the Rights Issue HK\$'000	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company per share as at 30 June 2025 HK\$'000 (Note 3)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per share as at 30 June 2025 immediately after completion of the Rights Issue HK\$'000 (Note 4)
Based on 96,000,000 Rights Shares to be issued at Subscription Price of HK\$1.58 per Rights Share				
82,232	150,880	233,112	0.43	0.81

Notes:

1. The consolidated net tangible assets of the Group attributable to owners of the Company of approximately HK\$82,232,000 as at 30 June 2025 is based on the consolidated net assets of the Group attributable to owners of the Company as at 30 June 2025 of approximately HK\$96,929,000 less, intangible assets of approximately HK\$14,697,000 as extracted from the published interim report of the Group for the six months ended 30 June 2025.
2. The estimated net proceeds from the Rights Issue of approximately HK\$150,880,000 are based on 96,000,000 Rights Shares to be issued at the Subscription Price of HK\$1.58 per Rights Share and after deducting estimated related expenses, including among others, Placing Commission, legal and professional fees, which are directly attributable to the Rights Issue, of approximately HK\$800,000.
3. The calculation of unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 per Share is based on the unaudited consolidated net tangible assets of the Group as at 30 June 2025 of approximately HK\$82,232,000, divided by 192,000,000 Shares.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP
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4. The calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 per Share immediately after the completion of the Rights Issue is based on unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2025 immediately after the completion of the Rights Issue of approximately HK\$233,112,000, being the aggregate unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2025 of approximately HK\$82,232,000 and the estimated net proceeds from the Rights Issue of approximately HK\$150,880,000, divided by 288,000,000 shares which represents the sum of 192,000,000 Shares and 96,000,000 Rights Shares (assuming no new shares are issued and no repurchase of shares on or before the Record Date) were issued immediately after the completion of the Rights Issue, as if the Rights Issue had been completed on 30 June 2025.
5. Save as disclosed above, no adjustments have been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2025.

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

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**



國富浩華（香港）會計師事務所有限公司
Crowe (HK) CPA Limited
香港 銅鑼灣 禮頓道77號 禮頓中心9樓
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

TO THE BOARD OF DIRECTORS OF FIRE ROCK HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Fire Rock Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 and related notes (the “Unaudited Pro Forma Financial Information”) as set out in Appendix II to the circular issued by the Company dated 24 October 2025 (the “**Circular**”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Appendix II of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Rights Issue as defined in the Circular on the Group's consolidated net tangible assets attributable to owners of the Company as at 30 June 2025 as if the Rights Issue had taken place at 30 June 2025. As part of this process, information about the Group's net tangible assets attributable to owners of the Company has been extracted by the Directors from the Group's unaudited condensed consolidated financial statements for the six months ended 30 June 2025, on which an interim report has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

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

Our Independence and Quality Management

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

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

Reporting Accountants' Responsibilities

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

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

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

The purpose of the Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2025 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 by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Crowe (HK) CPA Limited

Certified Public Accountants

Chung Wai Chuen, Alfred

Practising Certificate Number: P05444

Hong Kong

24 October 2025

1. RESPONSIBILITY STATEMENT

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts not contained in this circular, the omission of which would make any statement in this circular misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date and following completion of the Rights Issue (assuming no further issue or repurchase of Shares on or before the completion of the Rights Issue (other than issue of the Rights Shares) and the Rights Issue is fully subscribed) will be as follows:

(i) As at the Latest Practicable Date

	<i>HK\$</i>
Authorised share capital:	
1,200,000,000 Shares of 1.67 HK cents each	<u>20,000,000</u>
Issued and paid-up share capital:	
192,000,000 Shares of 1.67 HK cents each	<u><u>3,200,000</u></u>

(ii) Immediately following the completion of the Rights Issue (assuming no further issue or repurchase of Shares on or before the completion of the Rights Issue (other than issue of the Rights Shares) and the Rights Issue is fully subscribed)

	<i>HK\$</i>
Authorised share capital:	
1,200,000,000 Shares of 1.67 HK cents each	<u>20,000,000</u>
Issued and paid-up share capital:	
288,000,000 Shares of 1.67 HK cents each immediately upon the completion of the Rights Issue	<u><u>4,800,000</u></u>

No Shares has been issued since 31 December 2024, the date to which the latest audited financial statements of the Company were made up, up to and including the Latest Practicable Date. All the Shares and the Rights Shares in issue and to be issued rank and

will rank *pari passu* in all respects with each other including rights to dividends, voting and return of capital. The Shares and the Rights Shares in issue and to be issued are or will be listed on the Main Board of the Stock Exchange.

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

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares in the board lot of size of 2,000 Rights Shares, in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

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

3. MARKET PRICES

The table below sets forth the closing price(s) of the Shares as quoted on the Stock Exchange (i) on the Last Trading Day, (ii) at the end of each calendar months during the Relevant Period and (iii) on the Latest Practicable Date:

Date	Closing price per Share HK\$
30 April 2025	1.71
30 May 2025	1.85
30 June 2025	1.83
31 July 2025	1.80
29 August 2025	1.60
30 September 2025	2.34
3 October 2025 (the Lasting Trading Day)	1.98
21 October 2025 (the Latest Practicable Date)	2.11

The highest and lowest closing prices per Share as quoted on the Stock Exchange during the period commencing from 4 April 2025, being the first day of the Relevant Period, and ending on the Latest Practicable Date are HK\$2.53 per Share on 9 July 2025, and HK\$1.54 per Share on 27 August 2025, respectively.

4. DISCLOSURE OF INTERESTS

(a) Director's and chief executive's interest and short positions in shares and underlying shares and debentures of the Company or its associated corporations

As at the Latest Practicable Date, none of the Directors or chief executive of the Company (i) had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code or as required to be disclosed under the Takeovers Code; or (ii) is a director or an employee of any member of the Sulfulon Concert Group.

(b) Interests of substantial Shareholders

As at the Latest Practicable Date, so far as known to the Directors or the chief executive of the Company, the following corporations or individuals (other than the Directors or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or be directly or indirectly interested in 5% or more of any class of share capital carrying rights to vote in all circumstances at the general meetings of the Company or which were recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO or had otherwise notified to the Company and the Stock Exchange:

Name of shareholders	Capacity/nature of interest	Number of issued Shares held ¹	Approximate percentage of interest
Sulfulon	Beneficial owner	65,500,000	34.11%
Mr. Zhang ²	Interest of a controlled corporation	78,340,000	40.8%

Notes:

1. All interests stated are long positions.
2. As at the Latest Practicable Date, Mr. Zhang is interested in approximately 40.80% of the total issued shares of the Company, i.e. 1,566,800,000 Shares, comprising of:
 - (i) 3,840,000 Shares owned by him directly, representing approximately 2.00% of the issued share capital of the Company;
 - (ii) 65,500,000 Shares (representing approximately 34.11% of the issued share capital of the Company) held by Sulfulon, where Mr. Zhang Yan is interested in the entire issued share capital of Sulfulon and he is therefore deemed to be interested in the Shares held by Sulfulon by virtue of the SFO; and

- (iii) 9,000,000 Shares (representing approximately 4.69% of the issued share capital of the Company) held by Infinities Investment, where Mr. Zhang is interested in the entire issued share capital of Infinities Investment, which is wholly-owned by Infinities Super Holding Limited. Infinities Super Holding Limited is a company incorporated in the Cayman Islands with limited liability and is wholly-owned by Mr. Zhang. Therefore, Mr. Zhang is deemed to be interested in the Shares held by Infinities Investment by virtue of the SFO.

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

5. ADDITIONAL DISCLOSURE OF INTERESTS AND DEALINGS IN SECURITIES OF THE COMPANY

As at the Latest Practicable Date:

- (a) save as disclosed in the section headed “Shareholding Structure of the Company” in the “Letter from the Board” in this circular, none of the member of the Sulfulon Concert Group held, owned or controlled any other Shares, convertible preference shares, convertible securities, warrants, options or derivatives of the Company. In addition, save for the Irrevocable Undertakings given by each of the Underwriter, Mr. Zhang and Infinities Investment, and the Underwriting Agreement, none of the member of the Sulfulon Concert Group had dealt for value in any Shares, convertible preference shares, convertible securities, warrants, options or derivatives of the Company during the Relevant Period;
- (b) save as disclosed in the section headed “Shareholding Structure of the Company” in the “Letter from the Board” in this circular, the sole director of the Underwriter, Mr. Zhang, was not interested in any Shares, convertible preference shares, convertible securities, warrants, options or derivatives of the Company or similar rights which are convertible or exchangeable into any Shares. In addition, the sole director of the Underwriter had not dealt in any Shares, convertible preference shares, convertible securities, warrants, options or derivatives of the Company during the Relevant Period;
- (c) no person had irrevocably committed themselves to vote for or against the resolutions to be proposed at the EGM to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder;

- (d) save for the Irrevocable Undertakings and the Underwriting Agreement, there was no arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with any member of the Sulfulon Concert Group, and none of them had dealt for value in any Shares or any securities, convertible securities, warrants, options or derivatives in respect of any Shares or securities of the Company during the Relevant Period;
- (e) none of the member of the Sulfulon Concert Group has borrowed or lent any Shares or any securities, convertible securities, warrants, options or derivatives in respect of any Shares or securities of the Company;
- (f) none of the Company and the Directors held any shares, convertible securities, warrants, options or derivatives of the Underwriter or Infinities Investment or similar rights which are convertible or exchangeable into shares of the Underwriter or Infinities Investment. None of them had dealt for value in any shares, convertible securities, warrants, options or derivatives of the Underwriter during the Relevant Period;
- (g) none of the Directors had owned or controlled, or had dealt for value in, any Shares or any securities, convertible securities, warrants, options or derivatives in respect of any Shares or securities of the Company during the Relevant Period;
- (h) none of the subsidiaries of the Company, pension funds of the Company or of any member of the Group or by a person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of “acting in concert” or who is an associate of the Company by virtue of class (2) of the definition of “associate” under the Takeovers Code had owned or controlled, or had dealt for value in, any Shares or any securities, convertible securities, warrants, options or derivatives in respect of any Shares or securities of the Company during the Relevant Period;
- (i) no Shares or any securities, convertible securities, warrants, options or derivatives in respect of any Shares or securities of the Company were managed on a discretionary basis by fund managers connected with the Company and no such person had dealt for value in any Shares or any securities, convertible securities, warrants, options or derivatives in respect of any Shares or securities of the Company during the Relevant Period;
- (j) none of the Company nor any Directors had borrowed or lent any Shares or any securities, convertible securities, warrants, options or derivatives in respect of any Shares or securities of the Company;

- (k) save for the Irrevocable Undertakings and the Underwriting Agreement, there was no arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Company or with any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of “associate”, and none of them had dealt for value in any Shares or any securities, convertible securities, warrants, options or derivatives in respect of any Shares or securities of the Company during the Relevant Period;
- (l) there was no agreement, arrangement or understanding (including any compensation arrangement) between any member of the Sulfulon Concert Group and any of the Directors, recent Directors, Shareholders or recent Shareholders having any connection with or dependence upon the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver;
- (m) there was no agreement, arrangement or understanding between any member of the Sulfulon Concert Group and other persons in relation to the transfer, charge or pledge of the Shares that will be issued and allotted to any member of the Sulfulon Concert Group pursuant to the Rights Issue or may be issued and allotted to the Underwriter pursuant to the fulfillment of its obligations under the Underwriting Agreement;
- (n) the Company has not paid and will not pay any consideration, compensation or benefit in whatever form to any member of the Sulfulon Concert Group in connection with the Rights Issue and the Underwriting Agreement;
- (o) apart from the Underwriting Agreement and the Irrevocable Undertakings, there is no other understanding, arrangement or special deal (as defined under Rule 25 of the Takeovers Code) between the Company or its subsidiaries or associated companies on the one hand, and any member of the Sulfulon Concert Group on the other hand;
- (p) apart from the Underwriting Agreement and the Irrevocable Undertakings, there is no understanding, arrangement or agreement or special deal between (i) any Shareholders; and (ii) (a) any member of the Sulfulon Concert Group, or (b) the Company, its subsidiaries or associated companies;
- (q) none of the Directors beneficially held any Shares and accordingly, none of them will be entitled to vote on the Rights Issue, the Placing Agreement, the Underwriting Agreement, Whitewash Waiver and the transactions contemplated thereunder at the EGM; and
- (r) neither the Company nor any of the Directors are interested in the shareholding of any corporate member of the Sulfulon Concert Group.

6. ARRANGEMENTS AFFECTING AND RELATING TO DIRECTORS

As at the Latest Practicable Date:

- (a) no benefit (other than statutory compensation) would be given to any Director as compensation for loss of office or otherwise in connection with the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver;
- (b) there was no agreement or arrangement between any Director and any other person which was conditional or dependent upon the outcome of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver or otherwise connected with the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver; and
- (c) there was no material contract entered into by any member of the Sulfulon Concert Group in which any Director had a material personal interest.

7. DIRECTORS' SERVICE CONTRACTS

Ms. Chiang Wing Yan has been appointed as an independent non-executive Director with effect from 1 August 2025. She has entered into a letter of appointment with the Company for a term of three years commencing from 1 August 2025 until terminated by either party by giving at least 3 months' notice. Pursuant to the aforesaid letter of appointment, Ms. Chiang Wing Yan is entitled to a director's fee of HK\$15,000 per month and no variable remuneration (such as commission on profits) is payable by the Company to Ms. Chiang Wing Yan.

Save as disclosed above and as at the Latest Practicable Date, (i) Ms. Chiang Wing Yan had not entered into other appointment letters with the Group, and no earlier service contracts or appointment letters have been replaced or amended; (ii) none of the Directors had any service contracts with the Company or any of its subsidiaries or associated companies in force which (a) (including continuous and fixed term contracts) had been entered into or amended during the Relevant Period; (b) were continuous contracts with a notice period of 12 months or more; or (c) were fixed term contracts with more than 12 months to run irrespective of the notice period; and (iii) none of the Directors had any existing or proposed service contract with any member of the Group which is not expiring or determinable by such member of the Group within one year without payment of compensation (other than statutory compensation).

8. COMPETING INTERESTS

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

9. MATERIAL 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.

10. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, none of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date and which was significant in relation to the business of the Group.

11. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Group) which have been entered into by any member of the Group within the two years immediately preceding the date of the Announcement up to and including the Latest Practicable Date:

- (i) the Placing Agreement;
- (ii) the Underwriting Agreement;
- (iii) the Irrevocable Undertakings; and
- (iv) the supplemental deed dated 22 December 2023 in relation to the Company's acquisition of 15.63% of the issued share capital of Summer Mountain Limited from Mooliy Limited for a consideration of RMB12.5 million.

12. EXPERTS AND CONSENT

The following sets out the qualifications of the experts who have given opinions, letters or advices contained in this circular (the “**Experts**”):

Name	Qualification
Crowe (HK) CPA Limited	Certified Public Accountants Registered Public Interest Entity Auditors
Dakin Capital Limited	a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO
RaffAello Capital Limited	a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

As at the Latest Practicable Date, each of the above Experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letters or reports and the reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, none of the Experts had any shareholding 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, none of the Experts had 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 December 2024, being the date to which the latest published audited accounts of the Company were made up.

13. EXPENSE

The expenses payable by the Company in connection with the Rights Issue, including financial adviser fees, printing, registration, translation, legal and accounting fees, are estimated to be approximately HK\$800,000.

14. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Board of Directors

Executive Directors:

Mr. Zhou Zhiwei (*Chief Executive Officer*)

Mr. Gao Bo

Ms. Wong Yan

Mr. Victor Koa Jun Wei (*Chief Technology Officer*)

Independent Non-executive Directors:

Mr. Tam Chik Ngai Ambrose

Ms. Chow Woon San Shirley

Ms. Chiang Wing Yan

Audit Committee

Mr. Tam Chik Ngai Ambrose (*chairman*)

Ms. Chow Woon San Shirley

Ms. Chiang Wing Yan

Nomination Committee

Ms. Chow Woon San Shirley (*chairman*)

Mr. Tam Chik Ngai Ambrose

Ms. Chiang Wing Yan

Remuneration Committee

Mr. Tam Chik Ngai Ambrose (*chairman*)

Ms. Chow Woon San Shirley

Ms. Chiang Wing Yan

Authorised Representatives	Mr. Chu Hon Leung 22/F, World-Wide House 19 Des Voeux Road Central Hong Kong
	Mr. Gao Bo 20 Science Park Road, #02–25 Telettech Park Singapore 117674
Joint Company secretaries	Mr. Chu Hon Leung Ms. Li Zijuan
Registered Office	Windward 3 Regatta Office Park P.O. Box 1350 Grand Cayman KY1-1108 Cayman Islands
Headquarters and principal place of business	20 Science Park Road #02–25 Telettech Park Singapore 117674
Legal adviser to the Company as to Hong Kong laws	Li & Partners 22/F, World-Wide House 19 Des Voeux Road Central Hong Kong
Principal place of business in Hong Kong	2201–2203, 22/F, World-Wide House 19 Des Voeux Road Central Hong Kong
Hong Kong branch share registrar and transfer office	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Principal share registrar and transfer office in the Cayman Islands	Ocorian Trust (Cayman) Limited Windward 3 Regatta Office Park P.O. Box 1350 Grand Cayman KY1-1108 Cayman Islands

Principal bankers

Bank of Communications Co., Ltd.,
Hong Kong Branch
20 Pedder Street, Central,
Hong Kong

Oversea-Chinese Banking Corporation Limited
65 Chulia Street,
#01-00 OCBC Centre,
Singapore 049513

**Auditors and reporting
accountants**

Crowe (HK) CPA Limited
Certified Public Accountants
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay,
Hong Kong

**Financial adviser
to the Company**

Wilson International Capital Limited
Unit 1005 & 1006A, 10/F,
Bank of America Tower,
12 Harcourt Road,
Central, Hong Kong

**Joint Independent Financial
Advisers to the Independent
Board Committee and the
Independent Shareholders**

Dakin Capital Limited
Suite 3111A, 31/F,
Tower 2, Lippo Centre,
89 Queensway, Hong Kong

RaffAello Capital Limited
Room 902, 9th floor,
Wing Fu Building,
Nos. 18-24 Wing Kut Street,
Central, Hong Kong

Underwriter

Sulfulon International Limited
Aegis Chambers,
1st Floor,
Ellen Skelton Building,
3076 Sir Francis Drakes's Highway,
Road Town, Tortola,
British Virgin Islands

Ultimate beneficial owner and sole director of the Underwriter and Infinities Investment

Mr. Zhang

Principal members of the Underwriters Concert Group

Infinities Investment

77 Robinson Road, #13-00,
Robinson 77,
Singapore

Mr. Zhang

20 Science Park Road, #02-25 Teletech Park,
Singapore 117674

15. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Zhou Zhiwei (周志為), aged 38, was appointed as an executive Director and the chief executive officer on 31 March 2023. Mr. Zhou has entered into a letter of appointment with the Company for a term of 3 years commencing on 31 March 2023, and he is entitled to a director's fees of SGD12,000 per month. Mr. Zhou has more than 15 years of experience in e-commerce. Mr. Zhou acted as the chief executive officer and a director of Firerock Capital Pte. Ltd. since January 2023, which is a subsidiary of the Company. From October 2013 to April 2022, Mr. Zhou was the co-founder and served as the chief technology officer at Castlery Pte. Ltd., where he was mainly responsible for software development and advertisement for the furniture e-commerce brand. During Mr. Zhou's office at Castlery Pte. Ltd., he established multiple teams across product management, software development, software quality assurance and online operation and scaled the business from the single Singapore market to Australia and the United States. From June 2013 to October 2013, Mr. Zhou worked at Mastercard with his last position as senior software engineer, where he was mainly engaged in software development. From May 2012 to May 2013, Mr. Zhou worked at Tremor Video with his last position as web UI engineer, where he was mainly engaged in building advertising administrative backend. From May 2010 to April 2012, Mr. Zhou worked at PayPal with his last position as software engineer, where he was mainly engaged in website development for payment solution. Taking into account Mr. Zhou's working experiences in e-commerce, the Board believes that he can provide valuable advice on the direction of the Company's business development. Mr. Zhou shall focus more on the operations of the Group's foreign business. Mr. Zhou graduated from National University of Singapore in June 2010 with a bachelor's degree in computing.

Mr. Victor Koa Jun Wei (柯俊偉), aged 30, was appointed as an executive Director and the chief technology officer on 1 March 2025. Mr. Koa has entered into a letter of appointment with the Company for a term of 3 years commencing on 1 March 2025, and he is entitled to a director's fees of SGD12,000 per month. Mr. Koa has extensive of experience in software engineering and design, game development, system architecture

and real-time programming. Since April 2022, Mr. Koa has served as the tech lead of Firerock Capital Pte Ltd., being a subsidiary of the Company, and is mainly responsible for overseeing game development, designing and implementing core systems and fixing critical errors and bugs. From July 2020 to June 2022, Mr. Koa served as the tech lead/design lead of IronHeart Studios, where he was mainly responsible for the development of a farming simulation game and the designing and coding of core systems. From January 2021 to July 2021, Mr. Koa served as a machine learning engineer/unity programmer of One Unify. From September 2018 to December 2019, Mr. Koa served as a teaching assistant at Digipen Institute of Technology. Mr. Koa obtained a diploma in financial informatics from Ngee Ann Polytechnic in Singapore and a Bachelor of Science degree in computer science in real-time interactive simulation from Digipen Institute of Technology in Singapore. Mr. Koa has confirmed that he has obtained the legal advice referred to in Rule 3.09D of the Main Board Listing Rules on 23 January 2025 and has confirmed that he understood his obligations as a Director.

Mr. Gao Bo (高博), aged 38, was appointed as an executive Director on 31 March 2023. Mr. Gao has entered into a letter of appointment with the Company for a term of 3 years commencing on 31 March 2023, and he is entitled to a director's fees of SGD12,000 per month. Mr. Gao has more than 15 years of experience in investment management and telecommunications. Since October 2022, he acted as an investment director of Firerock Capital Pte. Ltd., which is a subsidiary of the Company, and is mainly responsible for group investment decision and management. From January 2017 to September 2022, Mr. Gao worked at Nanshan Group Singapore Co., Pte. Ltd. with his last position as investment manager, where he was mainly engaged in investment business segment development. From June 2015 to January 2017, Mr. Gao worked at Kimberly-Clark Asia-Pacific with his last position as financial planning analyst. From 2011 to 2014, Mr. Gao worked at Huawei International Pte. Ltd. with his last position as core network engineer. Mr. Gao graduated from Nanyang Technological University in Singapore in June 2010 with a bachelor's degree in electrical and electronic engineering. He obtained a master's degree in business administration from Singapore Management University in January 2016.

Ms. Wong Yan (王欣), aged 46, was appointed as an executive Director on 16 June 2023. Ms. Wong has entered into a letter of appointment with the Company for a term of 3 years commencing on 16 June 2023, and she is entitled to a director's fees of HK\$30,000 per month. Ms. Wong has over 19 years of experience in asset management, compliance and corporate finance. Prior to joining the Company, Ms. Wong served as a director of the asset management department of China Huarong Overseas Investment Holdings Co., Limited. From June 2017 to October 2019, Ms. Wong served as the head of the risk management department of China Huarong Overseas Investment Holdings Co., Limited. From March 2006 to June 2017, Ms. Wong served as a co-vice president of the investment banking and corporate finance division of China Everbright Securities International Company Limited. Ms. Wong obtained a bachelor's degree in international trade from Shanxi University, China and a Postgraduate Diploma in banking and finance from Loughborough University, the United Kingdom.

Independent non-executive Directors

Mr. Tam Chik Ngai Ambrose (譚植藝), aged 42, was appointed as an independent non-executive Director on 30 March 2023. Mr. Tam has entered into a letter of appointment with the Company for a term of 3 years commencing on 30 March 2023, and he is entitled to a director's fees of HK\$15,000 per month. Mr. Tam has over 20 years of experience in auditing, accounting and financial reporting. From December 2021 to December 2022, he worked at KC International Holdings Limited with his last position as an accounting general manager, where he was mainly responsible for leading the consolidation team in monitoring the consolidation process and reviewing the annual audit plan. From May 2021 to October 2021, Mr. Tam worked at Noble Bridge Investment Holdings Limited as a senior finance manager. From January 2015 to May 2021, Mr. Tam worked at BDO Limited with his last position as an audit manager. Prior to that, Mr. Tam held assurance and accounting roles at several international accounting firms and in-house. Mr. Tam graduated from the University of Central England in Birmingham in July 2004 with a bachelor's degree in politics and contemporary governance. He is a member of CPA Australia.

Ms. Chow Woon San Shirley (周媛珊), aged 65, was appointed as an independent non-executive Director on 30 March 2023. Ms. Chow has entered into a letter of appointment with the Company for a term of 3 years commencing on 30 March 2023, and she is entitled to a director's fees of HK\$15,000 per month. Ms. Chow has over 39 years of experience in compliance, investment and asset management and acted as a director of AimHigh Global Solutions Limited and AimHigh Compliance Solutions Limited since January 2020, where she is mainly engaged in the provision of compliance advisory services to licensed corporations registered under the SFO. From April 2017 to April 2018, Ms. Chow served as an independent compliance consultant for Ping An of China Securities (Hong Kong) Company Limited, where she was mainly engaged in corporate compliance advisory. From October 2008 to January 2017, Ms. Chow worked at Ping An of China Asset Management (Hong Kong) Company Limited with her last position as the Head of Legal & Compliance, where she was mainly engaged in legal compliance. From January 2007 to August 2007, Ms. Chow worked at the Canadian Imperial Bank of Commerce (Hong Kong Branch) with her last position as an executive director of the global asset management department and an executive officer licensed by the Securities and Futures Commission (the "SFC") to carry out Type 9 (asset management) regulated activity. From December 1999 to December 2006, Ms. Chow worked at CIBC Global Asset Management (Asia) Limited with her last position as a deputy managing director and a responsible officer licensed by the SFC to carry out Type 9 (asset management) regulated activity. From June 1988 to November 1999, Ms. Chow worked at CEF.TAL Investment Management Limited with her last position as deputy managing director. From April 1985 to June 1988, Ms. Chow worked at Gartmore (HK) Limited with her last position as marketing manager. Ms. Chow graduated from Simon Fraser University in Canada in June 1985 with a bachelor's degree in economics and finance. She obtained a bachelor's degree (honor) in laws from the University of Wolverhampton in the United Kingdom in July 2007.

Ms. Chiang Wing Yan (蔣穎欣), aged 38, holds an associate degree in business administration (accountancy) from the Community College of City University of Hong Kong and a bachelor's degree of commerce (honours) in accountancy from Hong Kong Baptist University. She is a certified public accountant with the Hong Kong Institute of Certified Public Accountants. Ms. Chiang has over 14 years of experience in audit, internal audit, accounting, and financial reporting. She is currently a director at Chiang Wing Yan Certified Public Accountant (Practising). From August 2022 to March 2024, Ms. Chiang worked at Phase Scientific International Ltd, where she was mainly engaged in internal audit, with her last position being an internal audit manager. From June 2020 to July 2022, Ms. Chiang worked at Success Resources Development Centre under Fuk Yuen Holdings Limited, where she was mainly responsible for all financial operations, budgeting, and cash flow management, with her last position being a financial controller. From March 2018 to May 2020, Ms. Chiang worked at Sam K. M. Ng CPA Limited, with her last position being a manager. From September 2010 to February 2018, Ms. Chiang worked at BDO Limited, with her last position being an audit manager.

Business address of the Directors

The business address of the Directors is the same as the Company's headquarters and principal office in Singapore at 20 Science Park Road, #02-25 Teletech Park, Singapore 117674.

Joint Company Secretaries

Ms. Li Zijuan and Mr. Chu Hon Leung are the Company's joint company secretaries. Mr. Chu Hon Leung is a practicing solicitor in Hong Kong.

16. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Board comprises all the independent non-executive Directors, namely Ms. Chow Woon San Shirley, Mr. Tam Chik Ngai Ambrose (Chairman) and Ms. Chiang Wing Yan. The primary duties of the audit committee include the review of the Group's financial reporting process and the internal control systems as well as risk management of the Group.

17. DOCUMENTS ON DISPLAY

Copies of the following documents are published on the websites of the Stock Exchange (www.hkexnews.hk), the Securities and Futures Commission (www.sfc.hk) and the Company (www.firerock.sg) from the date of this circular until the date of the EGM:

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

- (d) the interim report of the Company for the six months ended 30 June 2025;
- (e) the letter from the Board as set out in this circular;
- (f) the letter from the Independent Board Committee containing its advice to the Independent Shareholders, the text of which is set out in the “Letter from the Independent Board Committee” in this circular;
- (g) the letter from the Joint Independent Financial Advisers containing its advice to the Independent Board Committee and the Independent Shareholders, the text of which is set out in the section headed “Letter from Joint Independent Financial Advisers” in this circular;
- (h) the accountants’ report on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this circular;
- (i) the appointment letter of Ms. Chiang Wing Yan referred to in the paragraph headed “7. Directors’ Service Contracts” of this appendix;
- (j) the material contracts referred to in the paragraph headed “11. Material Contracts” of this appendix;
- (k) the written consent as referred to in paragraph headed “12. Experts and Consents” in this appendix; and
- (l) this circular.

18. 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 circular, 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) The correspondence address of each of Mr. Zhang, Sulfulon and Infinities Investment in Hong Kong is at 22/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong; and
- (e) In the event of any inconsistency, the English texts of this circular and the accompanying form of proxy shall prevail over their respective Chinese texts.



火岩控股
FIRE ROCK HOLDINGS

火岩控股有限公司
FIRE ROCK HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1909)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Fire Rock Holdings Limited (the “**Company**”) will be held at 20 Science Park Road, #02–25 Teletech Park, Singapore 117674 at 11:00 a.m. on Friday, 7 November 2025 for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as resolutions of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated Friday, 24 October 2025 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “The Underwriting Agreement — Conditions of the Rights Issue” in the Circular:
 - (a) the allotment and issue of rights shares of up to 96,000,000 shares (the “**Right Shares**”) by way of Rights Issue (the “**Rights Issue**”) at the Subscription Price of HK\$1.58 per Rights Share on the basis of one (1) Rights Share for every two (2) Shares of the Company held by the shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company as at the close of business on Wednesday, 19 November 2025 (or such later date as may be determined and announced by the Company) (the “**Record Date**”) other than those shareholders (the “**Non-Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company as at the close of business on the Record Date and whose addresses as shown on the register of members of the Company are outside Hong Kong, whom the Directors, based on legal opinions provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place, and the transactions contemplated thereunder, be and are hereby approved;

NOTICE OF EGM

- (b) the board of Directors (the “**Board**”) or a committee thereof be and is/are hereby authorised to allot and issue the Rights Shares (either in their nil-paid form or fully-paid form) pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of the place and requirements of the relevant regulatory body or stock exchange;
- (c) the placing agreement dated 5 October 2025 entered into between the Company and SBI China Capital Financial Services Limited (“**Placing Agreement**”) in relation to the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares on a best-effort basis (a copy of the Placing Agreement marked “A” is produced to this meeting and signed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (d) the conditional underwriting agreement dated 5 October 2025 and entered into among the Company and Sulfulon International Limited (the “**Underwriter**”) in relation to the Rights Issue (the “**Underwriting Agreement**”) and the transactions contemplated thereunder (a copy of the Underwriting Agreement marked “B” is produced to the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified in all respects and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified; and
- (e) any one Director be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Rights Shares, the implementation of the Rights Issue in accordance with all terms and conditions of the Rights Issue, the implementation of or giving effect to or the completion of any matters relating to the Placing Agreement and the Underwriting Agreement and the transactions contemplated thereunder as set out in the “Letter from the Board” in the Circular, the Placing Agreement and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Placing Agreement and the Underwriting Agreement and to make and agree to make such variations of the terms of the Placing Agreement and the Underwriting Agreement as he/she may in his/her discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.”

NOTICE OF EGM

SPECIAL RESOLUTION

2. “**THAT:**

- (a) Subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the granting of a waiver pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) to the Underwriter, Mr. Zhang and Infinities Investment of any obligation to make a general offer under the Takeovers Code for all the issued shares of the Company (other than those owned or agreed to be acquired by the Underwriter, Mr. Zhang and Infinities Investment and parties acting in concert with them) as a result of the taking up of the Rights Shares pursuant to the Irrevocable Undertakings and the Underwriting Agreement (the “**Whitewash Waiver**”) be and is hereby approved; and
- (b) any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Whitewash Waiver and the transactions contemplated thereunder.”

By order of the Board
Fire Rock Holdings Limited
Wong Yan
Executive Director

Hong Kong, 24 October 2025

Registered office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Principal place of business
in Hong Kong:*
2201–2203, 22/F
World-Wide House
Central
Hong Kong

Notes:

- Any member of the Company (“**Members**” or “**Shareholders**”) entitled to attend and vote at the meeting above (“**Meeting**”) is entitled to appoint in written form one or, if he/she is the holder of two or more shares of the Company (“**Shares**”), more proxies to attend and vote instead of him/her. A proxy need not be a Member.
- In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Share shall alone be entitled to vote in respect thereof.

NOTICE OF EGM

3. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting (or any adjournment thereof).
4. For the purpose of determining Members who are qualified for attending and voting at the Meeting, the register of Members will be closed from Monday, 3 November 2025 to Friday, 7 November 2025, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending and voting at the Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Branch Registrar at the address stated in note 3 above not later than 4:30 p.m. on Friday, 31 October 2025 for registration.
5. Delivery of an instrument appointing a proxy should not preclude a Member from attending and voting in person at the above Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions put to vote at the EGM will be decided by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
7. All times and dates specified herein refer to Hong Kong local times and dates.

As at the date of this Notice of the EGM, the executive Directors are Mr. Zhou Zhiwei, Mr. Gao Bo, Ms. Wong Yan and Mr. Victor Koa Jun Wei; and the independent non-executive Directors are Ms. Chow Woon San Shirley, Mr. Tam Chik Ngai Ambrose and Ms. Chiang Wing Yan.