

16 June 2026

To the Independent Shareholders:

Dear Sir/Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
CMB INTERNATIONAL CAPITAL LIMITED AND
CEB INTERNATIONAL CAPITAL CORPORATION LIMITED FOR AND
ON BEHALF OF AUREOLE HALO LIMITED TO ACQUIRE ALL
THE ISSUED SHARES OF RIMBACO GROUP GLOBAL LIMITED
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY THE OFFEROR,
ITS ULTIMATE BENEFICIAL OWNERS AND PARTIES ACTING
IN CONCERT WITH ANY OF THEM)**

INTRODUCTION

Reference is made to the Joint Announcement jointly published by the Offeror and the Company dated 24 April 2026 in relation to, among other things, the Acquisition and the Offer.

The Sale and Purchase Agreement and the Offer

As disclosed in the Joint Announcement, on 10 April 2026 (after trading hours), the Vendor and the Offeror entered into the Sale and Purchase Agreement, pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase, the Sale Shares, being 945,000,000 Shares, representing 75% of the total issued share capital of the Company as at the Latest Practicable Date, for a total cash Consideration of HK\$157,500,000, equivalent to approximately HK\$0.167 per Sale Share.

The Sale Shares were sold free from all encumbrances and together with all rights and benefit attached thereto, including but not limited to all dividends paid, declared or made in respect thereof at any time on or after the Completion Date. Moreover, there was no dividend declared but unpaid on the date of the Completion.

Completion took place on the Completion Date, being 24 April 2026. Pursuant to the Sale and Purchase Agreement, the Consideration was settled in the following manner:

- (a) a sum of HK\$5,000,000 paid to the Vendor as deposit, after the entering into the Memorandum of Understanding in respect of the Sale Shares, which has been applied as part payment of the Consideration; and
- (b) the remaining balance of the Consideration, being HK\$152,500,000, paid to the Vendor upon Completion.

Immediately prior to Completion, none of the Offeror, its ultimate beneficial owners and parties acting in concert with any of them owned, controlled or had direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately following Completion and as at the Latest Practicable Date, the Offeror, its ultimate beneficial owners and parties acting in concert with any of them are interested in 945,000,000 Shares, representing 75% of the total issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, upon Completion, the Offeror is required to make a mandatory unconditional cash offer for all the issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror, its ultimate beneficial owners and parties acting in concert with any of them). The Offer will be made to all Independent Shareholders.

Purpose of this letter

This letter forms part of this Composite Document and sets out, among other things, principal terms of the Offer, together with the information on the Offeror and the intention of the Offeror in relation to the Group. Further details of the terms and the procedures of acceptance of the Offer are also set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

The Independent Shareholders are strongly advised to consider carefully the information contained in the “Letter from the Board”, the “Letter from the Independent Board Committee” and the “Letter from the Independent Financial Adviser”, the accompanying Form of Acceptance and the appendices which form part of this Composite Document and to consult their professional advisers if in doubt before reaching a decision as to whether or not to accept the Offer.

THE OFFER

Principal terms of the Offer

CMB International and CEB International are, for and on behalf of the Offeror and in compliance with the Takeovers Code, making the Offer in accordance with the Takeovers Code on the following basis:

Offer Price for each Offer Share HK\$0.167 in cash

The Offer Price of HK\$0.167 per Offer Share is equivalent to the Consideration payable by the Offeror (i.e. HK\$157,500,000) divided by the number of the Sale Shares (i.e. 945,000,000 Shares and rounded up to the nearest HK\$0.001) under the Acquisition.

The Offer is unconditional in all respects and is not conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions. The Offer is extended to all Shares in issue other than those Shares held by the Offeror, its ultimate beneficial owners and parties acting in concert with any of them.

The Offeror confirms that the Offer Price is final and will not be increased.

As at the Latest Practicable Date, the Company has 1,260,000,000 Shares in issue and the Company does not have any outstanding options, derivatives, warrants or other securities (as defined in Note 4 to Rule 22 of the Takeovers Code) which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or other relevant securities which are convertible or exchangeable into Shares.

The Company confirms that, as at the Latest Practicable Date, (i) it has not declared any dividend which remained unpaid; and (ii) it does not have any intention to declare or pay any future dividend or make other distributions on or before the close of the Offer.

The procedures for acceptance and further details of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

Comparison of value of the Offer Price

The Offer Price of HK\$0.167 per Offer Share represents:

- (i) a discount of approximately 84.5% to the closing price of HK\$1.080 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 74.3% over the closing price of HK\$0.650 per Share as quoted on the Stock Exchange on 10 April 2026, being the Last Trading Day;

- (iii) a discount of approximately 74.8% over the average closing price of HK\$0.664 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Last Trading Day;
- (iv) a discount of approximately 72.5% over the average closing price of approximately HK\$0.608 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (v) a discount of approximately 63.7% over the average closing price of approximately HK\$0.460 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days immediately prior to and including the Last Trading Day;
- (vi) a discount of approximately 8.7% to the Company's consolidated audited net asset value attributable to Shareholders per Share of approximately RM0.099 (equivalent to approximately HK\$0.183) as at 31 October 2025 as disclosed in the Company's annual report for the year ended 31 October 2025, calculated based on (i) the Company's audited consolidated net assets attributable to Shareholders of approximately RM124,644,000 as at 31 October 2025; (ii) 1,260,000,000 issued Shares as at 31 October 2025; and (iii) the exchange rate of RM1.0:HK\$1.8454 on 31 October 2025 for illustrative purposes only; and
- (vii) a discount of approximately 13.5% to the Company's consolidated unaudited net asset value attributable to Shareholders per Share of approximately RM0.098 (equivalent to approximately HK\$0.193) as at 30 April 2026 as disclosed in the Company's interim result announcement for the six months ended 30 April 2026, calculated based on (i) the Company's consolidated unaudited net assets attributable to Shareholders of approximately RM123,195,000 as at 30 April 2026; (ii) 1,260,000,000 issued Shares as at 30 April 2026; and (iii) the exchange rate of RM1.0:HK\$1.9729 on 30 April 2026 for illustrative purposes only.

Highest and lowest Share prices

The highest closing price of the Shares quoted on the Stock Exchange during the Relevant Period was HK\$1.77 on 15 May 2026.

The lowest closing price of the Shares quoted on the Stock Exchange during the Relevant Period was HK\$0.162 on 29 December 2025 and 31 December 2025.

Total value of the Offer

The Offer is made to all Independent Shareholders. As at the Latest Practicable Date, the Company has 1,260,000,000 Shares in issue. On the basis of the Offer Price of HK\$0.167 per Offer Share, the total issued share capital of the Company is valued at HK\$210,420,000.

Assuming there are no changes in the issued share capital of the Company from the Latest Practicable Date up to the close of the Offer, and save for the 945,000,000 Shares held by the Offeror, its ultimate beneficial owners and parties acting in concert with any of them, a total of 315,000,000 Shares (representing 25% of the total issued share capital of the Company as at the Latest Practicable Date) will be subject to the Offer. Based on the Offer Price of HK\$0.167 per Offer Share, the total consideration would be HK\$52,605,000 in the event that the Offer is accepted in full.

The Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrances and together with all rights and benefits attaching thereto as at the date of the Composite Document or subsequently becoming attached to them, including but not limited to the right to receive in full all dividends, distributions and any return of capital, if any, which may be made or declared or agreed to be made or declared, and the record date of which falls on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

Financial resources available for the Offer

The maximum amount of cash payable by the Offeror in respect of the consideration payable upon full acceptance of the Offer is HK\$52,605,000, assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the close of the Offer.

The Offeror intends to finance the consideration payable by the Offeror under the Offer from its internal resources which were in turn wholly funded by the ultimate beneficial owners of the Offeror. CMB International and CEB International, as the joint financial advisers to the Offeror in respect of the Offer, are satisfied that sufficient financial resources are available to the Offeror to satisfy the maximum consideration payable upon full acceptance of the Offer.

Effect of accepting the Offer

The Offer will be unconditional in all respects and is not conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

By accepting the Offer, the Independent Shareholders will be deemed to warrant that all the Offer Shares to be sold by such person under the Offer are fully paid and free from all encumbrances and together with all rights and benefits attaching thereto as at the date of the Composite Document or subsequently becoming attached to them, including but not limited to the right to receive in full all dividends, distributions and any return of capital, if any, which may be made or declared or agreed to be made or declared, and the record date of which falls on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

The Company confirms that, as at the Latest Practicable Date, (i) it has not declared any dividend which remained unpaid; and (ii) it does not have any intention to declare or pay any future dividend or make other distribution on or before the close of the Offer.

Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code, details of which are set out in the paragraph headed “4. Right of Withdrawal” in Appendix I to this Composite Document.

Independent Shareholders are reminded to read the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offer which are included in the “Letter from the Independent Board Committee” and the “Letter from the Independent Financial Adviser” as contained in this Composite Document.

Payment

Payment in cash in respect of acceptances of the Offer, net of seller’s Hong Kong ad valorem stamp duty, will be made as soon as possible but in any event no later than seven (7) Business Days (as defined under the Takeovers Code) after the date on which the duly completed forms of acceptance and the relevant documents of title of the Offer Shares in respect of such acceptance are received by or on behalf of the Offeror to render such acceptance of the Offer complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a cent will be payable and the amount of cash consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

Hong Kong Stamp duty

The seller’s Hong Kong ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by the relevant Independent Shareholders who accept the Offer at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher (rounded up to the nearest HK\$1.00), and the amount of such stamp duty will be deducted from the cash amount payable by the Offeror to such Independent Shareholders on acceptance of the Offer.

The Offeror will arrange for payment of the seller’s Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the Offer and will pay the buyer’s Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

Taxation advice

Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Company, CMB International, CEB International, Octal Capital, Grand Moore, the Registrar and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer (as the case may be) accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Overseas Shareholders

The Offer is made to all Independent Shareholders (if any), including those who are not resident in Hong Kong. The making and the implementation of the Offer to Offer Shareholders who are not resident in Hong Kong may be subject to the laws of the relevant overseas jurisdictions in which such Independent Shareholders are located. Such Independent Shareholders should observe any applicable requirements and restrictions in their own jurisdictions, and where necessary, seek independent legal advice in respect of the Offer. It is the responsibility of such Independent Shareholders who have registered addresses outside Hong Kong and wish to accept the Offer to satisfy themselves as to the full observance of the applicable laws and regulations of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes payable by such Independent Shareholders in such jurisdiction.

Any acceptance of the Offer by any Independent Shareholders will be deemed to constitute a representation and warranty from such Independent Shareholders to the Offeror that the local laws and requirements have been complied with. Overseas Shareholders should consult their professional advisers if in doubt.

As at the Latest Practicable Date, there are no Overseas Shareholders of the Company identified.

Dealing and interests in the Company's Securities

Save for the Acquisition, none of the Offeror, its ultimate beneficial owners nor the parties acting in concert with any of them had dealt for value in nor owned, controlled or directed any Shares, options, derivatives, warrants or other securities convertible into Shares during the Relevant Period.

INFORMATION ON THE GROUP

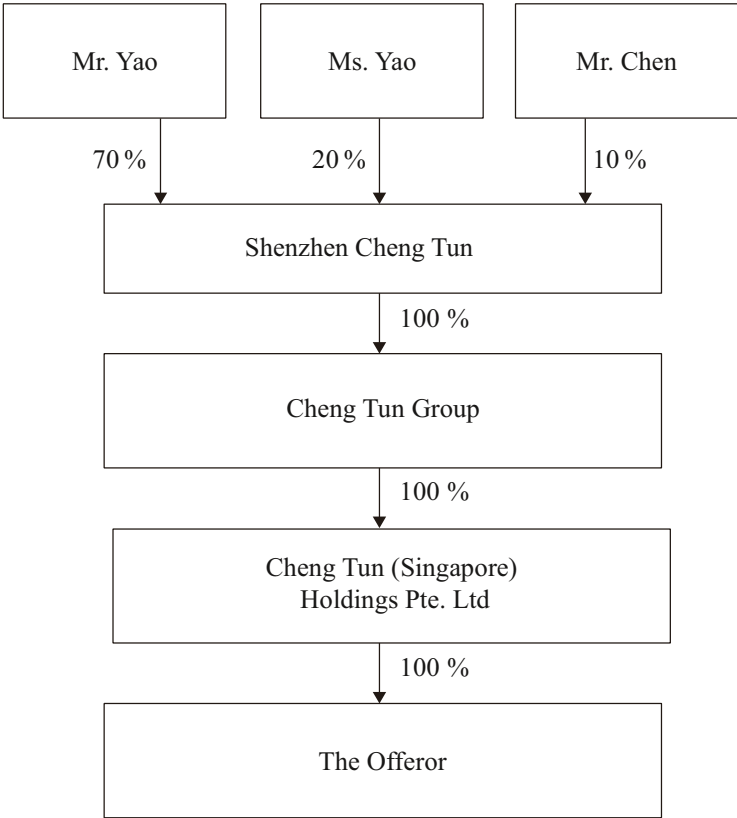
The Company is incorporated in the Cayman Islands with limited liability and its issued shares are listed on the Main Board of the Stock Exchange. The Company is principally engaged in investment holding. The Group is principally engaged in the provision of general contractor services under the building construction sector in Malaysia.

Further information on the Group is set out in the section headed “Information on the Group” in the “Letter from the Board” and Appendices II and IV as contained in this Composite Document.

INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in the Cayman Islands with limited liability on 21 November 2017 and is principally engaged in investment holding. The Offeror is a direct wholly owned subsidiary of Cheng Tun (Singapore) Holdings Pte. Ltd, which is in turn wholly owned by Cheng Tun Group. Cheng Tun Group is indirectly wholly owned by Shenzhen Cheng Tun. Shenzhen Cheng Tun is ultimately and beneficially owned as to 70% by Mr. Yao, 20% by Ms. Yao and 10% by Mr. Chen. The sole director of the Offeror is Ms. Peng Weizhen*.

For illustration purposes, set out below is the shareholding structure of the Offeror and its ultimate beneficial owners as at the Latest Practicable Date:



Mr. Yao, aged 59, is the younger brother of Ms. Yao and is the ultimate controlling shareholder of the Offeror and Cheng Tun Group. Mr. Yao is the founder of Cheng Tun Group and possesses over 30 years of business operation and management experience in the factory operation and mining industry in the PRC, Southeast Asia and Africa. From 1993 to 2004, Mr. Yao was the chairman and legal representative of Cheng Tun Group (formerly known as Shenzhen Xiong Zhen Investment Co., Ltd.* (深圳市雄震投資有限公司)). Mr. Yao has not been a director of Cheng Tun Group since 2004. From 1998 to 2004, Mr. Yao was the chairman and legal representative of Chengtun Mining Group Co., Ltd. (盛屯礦業集團股份有限公司) (formerly known as Xiamen Eagle Group Co., Ltd. (廈門雄震集團股份有限公司)).

Ms. Yao, aged 60, possesses over 26 years of business operation and management experience as the capacity of director and legal representative within the Cheng Tun Group and its subsidiaries. Ms. Yao is currently one of the directors of Cheng Tun Group. From June 2006 to August 2022, she was the legal representative and general manager of Cheng Tun Group.

Mr. Chen, aged 55, possesses over 27 years of business operation and management experience within the Cheng Tun Group and its subsidiaries. Mr. Chen has been the director of Cheng Tun Group since March 2008 and become the chairman and legal representative of Cheng Tun Group since August 2022.

Shenzhen Cheng Tun and Cheng Tun Group are primary engaged in the exploration and mining, and the utilization of metal resources in the PRC, Southeast Asia, Africa and other regions through Chengtun Mining Group Co., Ltd. (盛屯礦業集團股份有限公司) which shares are listed on Shanghai Stock Exchange (600711.SH) and Chengxin Lithium Group Co., Ltd. (盛新鋰能集團股份有限公司) which shares are listed on Shenzhen Stock Exchange (002240.SZ).

Notwithstanding that the principal businesses of the Offeror and its parent company do not directly correlate with the Group's principal business and the ultimate beneficial owners of the Offeror do not have experience in the Group's principal business, the Offeror considers the Acquisition to represent a compelling investment opportunity. This assessment is based on the Offeror's optimistic outlook of the future outlook for the Group's engineering, procurement, and construction (EPC) business in industrial infrastructure across Malaysia and Southeast Asia, where the Group operates. The Offeror intends to leverage the extensive business operations, management experience, strategic leadership capabilities, networks, and business connections of its ultimate beneficial owners in the PRC and Southeast Asia to explore new industry sectors through strategic investments and acquisitions, thereby expanding both the Offeror and its parent companies' global footprint and enhancing its long-term sustainable development.

By partnering with the Offeror and their parent companies, the Company will have the opportunity to benefit from the profound experience of Mr. Yao, Ms. Yao, and Mr. Chen in business operations and management. This will assist the Group in formulating effective business strategies, including but not limited to pursuing investment, acquisition, and strategic opportunities, establishing and maintaining relationships with existing and potential customers, increasing market presence and potentially exploring new business opportunities. The collaboration is expected to further enhance the Group's competitive position and fostering long-term growth.

The Offeror and its ultimate beneficial owners were Independent Third Parties prior to Completion.

Immediately before Completion, none of the Offeror, its ultimate beneficial owners, its director and the parties acting in concert with any of them held any Shares. Immediately after Completion and as at the Latest Practicable Date, none of the Offeror, the ultimate beneficial owners and director of the Offeror (i.e. Ms. Peng Weizhen*) and the parties acting in concert with any of them held any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, save for the 945,000,000 Sale Shares acquired by the Offeror through the Acquisition.

INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

Following the close of the Offer, the Offeror intends that the Group will continue the principal business of the Group and will maintain the listing status of the Company. The Offeror will conduct a review of the business activities and assets of the Group for the purpose of formulating business plans and strategies for the future business development of the Group.

Subject to the results of the review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. As at the Latest Practicable Date, no investment or business opportunity has been identified nor have the Offeror entered into any agreement, arrangement, understanding or negotiation in relation to the injection of any assets or business into the Group or the disposal of any assets or business of the Group.

As at the Latest Practicable Date, the Board is comprised of five executive Directors, one non-executive Director, and three independent non-executive Directors. The Offeror intends to continue the employment of the existing management of the Group (except for a proposed change to the members of the Board at a time no earlier than that permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate).

The Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than such date as permitted under the Listing Rules and the Takeovers Code or such later date as the Offeror considers to be appropriate. As at Latest Practicable Date, the Offeror has not identified any potential candidate to be appointed as a new director to the Board. Any changes to the members of the Board will be made in compliance with the Takeovers Code and/or the Listing Rules and further announcement(s) will be made as and when appropriate.

Save for the Offeror's intention regarding the Group as set out above, the Offeror has no intention to (i) make material changes to the employment of the management and employees of the Group; and (ii) dispose of or redeploy the assets of the Group other than those in its ordinary and usual course of business.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer.

The Stock Exchange has stated that

- (a) if, at the close of the Offer, the Stock Exchange believes that
 - a false market exists or may exist in the trading of the Shares; or
 - an orderly market does not exist or may not exist;it will consider exercising its discretion to suspend dealings; and
- (b) if, at the close of the Offer, the Company has a Significant Public Float Shortfall (as defined in Rule 13.32F of the Listing Rules), then:
 - the Stock Exchange will add a designated marker to the stock name of the Shares; or
 - the Stock Exchange will cancel the listing of the Shares if the Company fails to re-comply with Rule 13.32B of the Listing Rules for a continuous period of 18 months from the commencement of the Significant Public Float Shortfall.

The Offeror intends the Company to remain listed on the Stock Exchange, the sole director of the Offeror, the new directors to be appointed to the Board of the Company and the existing Directors will jointly and severally undertake to the Stock Exchange that if, at the close of the Offer, the Company fails to comply with the requirement of Rule 13.32B of the Listing Rules, they will take appropriate steps (including but not limited to initiation of placing down) to ensure the Company's compliance with Rule 13.32B of the Listing Rules at the earliest possible moment.

The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the close of the Offer.

ACCEPTANCE AND SETTLEMENT OF THE OFFER

Your attention is drawn to the details regarding the procedures for acceptance and settlement of the Offer as set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

GENERAL

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

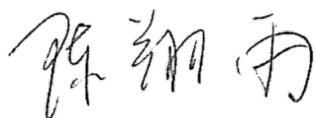
All documents and remittances to be sent to the Independent Shareholders will be sent to them by ordinary post at their own risk. Such documents and remittances will be sent to them at their respective addresses as they appear in the register of members of the Company and in case of joint holders, to the Independent Shareholder whose name appears first in the said register of members. None of the Offeror, parties acting in concert with the Offeror, the Company, CMB International, CEB International, Octal Capital, Grand Moore, the Registrar nor their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer will be responsible for any loss or delay in transmission of such documents and remittances or any other liabilities that may arise as a result thereof.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information regarding the Offer set out in the appendices to this Composite Document and the accompanying Form of Acceptance, which form part of this Composite Document. You are reminded to read carefully the “Letter from the Board”, the “Letter from the Independent Board Committee” and the letter of advice by the Independent Financial Adviser to the Independent Board Committee in respect of the Offer as set out in the “Letter from the Independent Financial Adviser” as contained in this Composite Document in relation to their recommendations and/or advice regarding the Offer.

If you are in doubt about your position in connection with the Offer, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

Yours faithfully,
For and on behalf of
CMB International Capital Limited



Cole Chen
Managing Director



Yuan Lin
Executive Director

Yours faithfully,
For and on behalf of
CEB International Capital Corporation Limited



Victor Pang
Managing Director