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# THIS COMPOSITE DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of the Offer, this Composite Document and/or the accompanying Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in UBA Investments Limited, you should at once hand this Composite Document and the accompanying Form of Acceptance to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

This Composite Document should be read in conjunction with the accompanying Form of Acceptance, the contents of which form part of the terms and conditions of the Offer contained in this Composite Document.

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

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## KNIGHT SKY HOLDINGS LIMITED

*(incorporated in the British Virgin Islands  
with limited liability)*



## UBA INVESTMENTS LIMITED

開明投資有限公司\*

*(incorporated in Cayman Islands with limited liability)  
(Stock code: 768)*

### COMPOSITE DOCUMENT IN RELATION TO MANDATORY CONDITIONAL CASH OFFER BY UPBEST SECURITIES COMPANY LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES IN UBA INVESTMENTS LIMITED (OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)

Joint Financial Advisers to the Offeror



**DILIGENT  
CAPITAL**

Diligent Capital Limited



**PELICAN FINANCIAL**  
百利動金融

Pelican Financial Limited

Offer Agent to the Offeror



Upbest Securities Company Limited

Independent Financial Adviser to the Independent Board Committee

**VINCO** 榮高

Vinco Financial Limited

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Unless the context otherwise requires, capitalised terms used in this Composite Document (including this cover page) shall have the same meanings as those defined in the "Definitions" section of this Composite Document.

A letter from the Offer Agent containing, among other things, details of the terms and conditions of the Offer is set out on pages 10 to 17 of this Composite Document. A letter from the Board is set out on pages 18 to 22 of this Composite Document. A letter from the Independent Board Committee is set out on pages 23 to 24 of this Composite Document. A letter from Vinco Financial containing its recommendation and advice to the Independent Board Committee is set out on pages 25 to 46 of this Composite Document.

The procedures for acceptance and settlement of the Offer are set out in Appendix I to this Composite Document and in the accompanying Form of Acceptance. Form of Acceptance of the Offer should be received by the Registrar, namely Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event by no later than 4:00 p.m. on Wednesday, 4 June 2025 or such later time and/or date as the Offeror and the Company may determine and jointly announce with the consent of the Executive, in accordance with the Takeovers Code.

Any persons including, without limitation, custodians, nominees and trustees, who would, or otherwise intend to, forward this Composite Document and/or the accompanying Form of Acceptance to any jurisdiction outside Hong Kong should read the details in this regard which are contained in the section headed "7. Overseas Shareholders" in Appendix I to this Composite Document before taking any action. It is the sole responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due from the accepting Overseas Shareholders in respect of such jurisdictions). The Overseas Shareholders are advised to seek professional advice on deciding whether to accept the Offer (as applicable).

This Composite Document will remain on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.uba.com.hk](http://www.uba.com.hk) as long as the Offer remain open.

\* For identification purpose only

14 May 2025

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## EXPECTED TIMETABLE

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*The expected timetable set out below is indicative and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all time and date references contained in this Composite Document and the accompanying Form of Acceptance refer to Hong Kong time and dates.*

**2025**

Despatch date of this Composite Document and  
the accompanying Form of Acceptance and  
the commencement date of the Offer (*Note 1*) . . . . . Wednesday, 14 May

Offer open for acceptance (*Note 1*) . . . . . Wednesday, 14 May

Latest time and date for acceptance of the Offer  
on the first Closing Date (*Notes 2,3 and 6*) . . . . . by 4:00 p.m. on Wednesday, 4 June

First Closing Date of the Offer (*Note 2*) . . . . . Wednesday, 4 June

Announcement of the results of the Offer and  
the level of acceptance as at the first Closing Date  
to be posted on the website  
of the Stock Exchange (*Note 2*) . . . . . by 7:00 p.m. on Wednesday, 4 June

Latest date for posting of remittances  
for the amount due in respect of  
valid acceptances received under the Offer  
on or before 4:00 p.m. on the first Closing Date  
(assuming the Offer becomes or is declared  
unconditional in all respects  
on the First Closing Date) (*Notes 4 and 6*) . . . . . Friday, 13 June

Latest time and date for acceptance  
of the Offer remaining open on the final Closing Date  
(assuming the Offer becomes, or is declared,  
unconditional on the first Closing Date)  
(*Notes 3, 5 and 6*) . . . . . by 4:00 p.m. on Wednesday, 18 June

Final Closing Date of the Offer (assuming  
the Offer become or are declared  
unconditional on the first Closing Date) . . . . . by 4:00 p.m. on Wednesday, 18 June

Announcement of the results of the Offer  
as at the final Closing Date posted  
on the website of the Stock Exchange (*Note 5*) . . . . . by 7:00 p.m. on Wednesday, 18 June

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## EXPECTED TIMETABLE

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2025

Latest date for posting of remittances

for the amount due in respect of

valid acceptances received under the Offer

on or before 4:00 p.m. on the final Closing Date

(assuming the Offer becomes or is declared

unconditional in all respects

on the first Closing Date) (*Notes 4 and 6*). . . . . Friday, 27 June

Latest time and date by which the Offer can become

or be declared unconditional as to acceptances (*Note 7*) . . . . . Monday, 14 July

*Notes:*

1. The Offer, which is conditional, is made on the date of posting of this Composite Document, and is capable of acceptance on and from the date until 4:00 p.m. on the Closing Date, unless the Offer revises or extends the Offer in accordance with the Takeovers Code
2. The Offer must initially be opened for acceptance for at least twenty-one (21) days after the date on which this Composite Document was posted. The latest time and date for acceptance of the Offer will be 4:00 p.m. on Wednesday, 4 June 2025 unless the Offeror extends the Offer in accordance with the Takeovers Code. The Offeror has the rights under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). In accordance with the Takeovers Code, an announcement must be issued on the website of the Stock Exchange no later than 7:00 p.m. on Wednesday, 4 June 2025 stating either the next Closing Date or that the Offer will remain open until further notice. In the latter case, at least fourteen (14) days' notice in writing must be given before the Offer closed to Independent Shareholders who have not accepted the Offer.
3. Beneficial owners of the Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (please also refer to "General Procedures for Acceptance of the Offer" on page I-1 in Appendix I to this Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Acceptances of the Offer are irrevocable and are not capable of being withdrawn, except in the circumstances as set out in the section headed "Rights of Withdrawal" on page I-6 in Appendix I to this Composite Document.
4. Subject to the Offer becoming unconditional, remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Offer) payable for the Shares tendered under the Offer will be despatched to those Shareholders accepting the Offer (to the address specified on the relevant Shareholder's Form of Acceptance) by ordinary post at their own risk as soon as possible, but in any event within seven Business Days from the later of the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete and valid, and the date on which the Offer becomes or is declared unconditional in all respects.
5. In any event, in accordance with the Takeovers Code, where the Offer becomes or is declared unconditional, the Offer should remain open for acceptance for not less than 14 days thereafter. When the Offer becomes or is declared unconditional in all respects, at least 14 days' notice in writing must be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer. The Offeror has the rights, subject to the Takeovers Code, to extend the Offer until such date as it may determine or as permitted by the Executive. The Offeror and the Company will jointly issue an announcement in relation to any extension of the Offer, which will state the next Closing Date or, if the Offer has become or are at that time unconditional, that the Offer will remain open until further notice. In the latter case, at least fourteen (14) days' notice will be given before the Offer is closed, to those Independent Shareholders who have not accepted the Offer and an announcement will be published.

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## EXPECTED TIMETABLE

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6. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning: (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the latest date for the posting of remittances will remain on the same Business Day; and (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 12:00 noon and 4:00 p.m. and the posting of remittances will be next following Business Day which does not have either of those warnings in force at any time between 12:00 noon and 4:00 p.m.
7. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the sixtieth (60th) day after the day this Composite Document is posted. As the 60th day after the posting of the Composite Document is a public holiday, 13 July 2025, which is not a Business Day, the latest day by which the Offer can become or declared unconditional as to acceptance is therefore set on the next Business Day which is Monday, 14 July 2025. Accordingly, unless the Offer has previously become unconditional as to acceptances, the Offer will lapse on Monday, 14 July 2025 unless extended with the consent of the Executive and in accordance with the Takeovers Code. Therefore, the last day by which the Offer can become or declared unconditional as to acceptance is Monday, 14 July 2025.

Save as mentioned above, if the latest time for the acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of joint announcement(s) on any change to the expected timetable as soon as practicable.

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## **IMPORTANT NOTICE**

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### **NOTICE TO THE OVERSEAS SHAREHOLDERS**

The making of the Offer to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or affected by the laws or regulations of the relevant jurisdictions. Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should inform themselves about and observe any applicable legal and regulatory requirements and, where necessary, seek legal advice in respect of the Offer.

It is the responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdiction in connection with the acceptance of the Offer, including the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required or the compliance with other necessary formalities, legal and/or regulatory requirements and the payment of any issue, transfer, cancellation or other taxes and duties due by such Overseas Shareholders in respect of the acceptance of the Offer in such jurisdictions.

The Offeror Concert Parties, the Company, Diligent Capital, Pelican Financial, Upbest, Vinco Financial, the Registrar, the company secretary of the Company or any of their respective ultimate beneficial owners, directors, officers, agents, advisers and associates or any other person involved in the Offer shall be entitled to be fully indemnified and held harmless by the Overseas Shareholders for any taxes or duties as such persons may be required to pay. Please see the paragraphs headed “Overseas Shareholders” in the “Letter from the Offer Agent” and “7. Overseas Shareholders” in Appendix I to this Composite Document.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Composite Document contains forward-looking statements, which may be identified by words such as “believe”, “expect”, “anticipate”, “intend”, “plan”, “seek”, “estimate”, “will”, “would” or words of similar meaning, that involve risks and uncertainties, as well as assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. The forward-looking statements included herein are made only as at the Latest Practicable Date. The Offeror and the Company assume no obligation to correct or update the forward-looking statements or opinions contained in this Composite Document, except as required pursuant to applicable laws or regulations, including but not limited to the Listing Rules and/or the Takeovers Code.

The Company will notify the Independent Shareholders of any material change to information contained or referred to in this Composite Document as soon as possible in accordance with Rule 9.1 of the Takeovers Code.

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## DEFINITIONS

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*In this Composite Document, unless the context otherwise requires, the following expressions have the following meanings:*

“acting in concert”	has the meaning ascribed thereto under the Takeovers Code
“Acquisition”	the acquisition of 192,000,000 Sale Shares (representing approximately 15.10% of the issued share capital of the Company) by the Offeror from the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement
“associate(s)”	has the meaning ascribed thereto under the Takeovers Code
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for the transaction of business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Closing Date”	Wednesday, 4 June 2025, being the closing date of the Offer, which is no less than 21 days after the date of this Composite Document, or if the Offer are extended, any subsequent closing date of the Offer as may be determined by the Offeror and jointly announced by the Offeror and the Company in accordance with the Takeovers Code
“Company”	UBA Investments Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange with stock code: 768
“Completion”	completion of the Sale and Purchase Agreement in accordance with its terms
“Composite Document”	this composite offer and response document jointly issued by the Offeror and the Company to the Shareholders in connection with the Offer in compliance with the Takeovers Code containing, among other things, details of the Offer (accompanied by the Form of Acceptance) and the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser in respect of the Offer

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## DEFINITIONS

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“Consideration”	HK\$5,760,000, being the aggregate consideration to be paid by the Offeror to the Vendor for the Acquisition
“connected person”	has the meaning ascribed to it under the Listing Rules
“Diligent Capital”	Diligent Capital Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being one of the Joint Financial Advisers to the Offeror in respect of the Offer
“Director(s)”	the director(s) of the Company
“Encumbrances”	any mortgage, charge, pledge, lien, (otherwise than arising by statute or operation of law), equities, hypothecation or other encumbrance, priority or security interest, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and-leaseback arrangement whatsoever over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Fung Fai”	Fung Fai Growth limited, an investment holding company, which is the beneficial owner of 340,000,000 Shares, representing approximately 26.74% of the total issued share capital of the Company as at the Latest Practicable Date
“Form of Acceptance”	the form of acceptance and transfer of the Offer Shares in respect of the Offer
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising all 3 independent non-executive Directors (namely Mr. Tang Hon Bui, Ronald, Mr. Kwok Ming Fai and Ms. Kwok Yuen Lam, Sophia), which has been established to advise the Independent Shareholders in respect of the Offer



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## DEFINITIONS

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“Independent Financial Adviser” or “Vinco Financial”	Vinco Financial Limited, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee in connection with the Offer
“Independent Shareholders”	Shareholders other than the Offeror and the Offeror Concert Parties
“Joint Announcement”	the joint announcement dated 23 April 2025 jointly issued by the Offeror and the Company in relation to, among other things, the Sale and Purchase Agreement and the Offer
“Joint Financial Advisers”	Diligent Capital and Pelican Financial
“Last Trading Day”	11 April 2025, being the last full trading day of the Shares on the Stock Exchange before the publication of the Joint Announcement
“Latest Practicable Date”	9 May 2025, being the latest practicable date prior to the printing of this Composite Document for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Offer”	the mandatory conditional cash offer made by the Offer Agent for and on behalf of the Offeror to acquire all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror Concert Parties) pursuant to Rule 26.1 of the Takeovers Code
“Offer Agent” or “Upbest”	Upbest Securities Company Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the agent making the Offer for and on behalf of the Offeror
“Offer Period”	has the meaning ascribed to it under the Takeovers Code, being the period commencing on 23 April 2025 (i.e. the date of the Joint Announcement), and ending on the Closing Date, or such other time and/or date to which the Offeror may decide to extend or revise the Offer in accordance with the Takeovers Code
“Offer Price”	the price at which the Offer will be made, being HK\$0.03 per Offer Share

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## DEFINITIONS

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“Offer Share(s)”	all of the issued Share(s), other than those already owned and/or agreed to be acquired by the Offeror Concert Parties
“Offeror”	Knight Sky Holdings Limited, a company incorporated in the British Virgin Islands whose issued share capital is wholly owned by Mr. Cheng Kai Ming Charles
“Offeror Concert Parties”	parties acting, or presumed to be acting, in concert with the Offeror including but not limited to Fung Fai
“Overseas Shareholder(s)”	the Independent Shareholder(s) whose address(es), as shown on the register of members of the Company, is/are outside Hong Kong
“Pelican Financial”	Pelican Financial Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being one of the joint financial advisers to the Offeror in respect of the Offer
“PRC” or “China”	the People’s Republic of China which, for the purpose of this Composite Document, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Registrar”	Tricor Investor Services Limited, being the Hong Kong branch share registrar of the Company and the receiving agent for receiving and processing the acceptance of the Offer, located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Relevant Period”	the period from 23 October 2024, being the date falling six months preceding the date of the Joint Announcement, up to and including the Latest Practicable Date
“Sale and Purchase Agreement”	the sale and purchase agreement dated 11 April 2025 entered into between the Vendor, as vendor, and the Offeror, as purchaser, in relation to the Acquisition
“Sale Share(s)”	an aggregate of 192,000,000 Shares purchased by the Offeror from the Vendor pursuant to the Sale and Purchase Agreement
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company, and where applicable, the term shall also include shares of any class or classes resulting from any subdivision, consolidation or re-classification of those shares and the term “Share” shall be construed accordingly

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vendor”	Kingswell Holdings Group Limited, being a substantial Shareholder prior to the completion of the Acquisition, and the beneficial owner of the Sale Shares, representing approximately 15.10% of the issued share capital of the Company, immediately prior to the completion of the Acquisition. The sole shareholder of the Vendor is Mr. Leong Chi Wai
“%”	per cent.

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## LETTER FROM THE OFFER AGENT

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### **Upbest Securities Company Limited**

2/F, Wah Kit Commercial Centre  
302 Des Voeux Road Central, Hong Kong

14 May 2025

*To the Independent Shareholders,*

Dear Sir/Madam,

**MANDATORY CONDITIONAL CASH OFFER BY  
UPBEST SECURITIES COMPANY LIMITED  
FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE  
ALL THE ISSUED SHARES IN UBA INVESTMENTS LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY  
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

#### **INTRODUCTION**

Reference is made to the Joint Announcement.

On 23 April 2025, the Offeror and the Company jointly announced that the Offeror and the Vendor entered into the Sale and Purchase Agreement, pursuant to which the Offeror agreed to acquire and the Vendor conditionally agreed to sell the Sale Shares, representing approximately 15.10% of the existing issued share capital of the Company, for a total consideration of HK\$5,760,000, representing HK\$0.03 per Sale Share.

The Completion took place on 14 April 2025 and the Consideration has been paid by the Offeror out of its own financial resources by its sole shareholder, Mr. Cheng Kai Ming Charles, from his own resources. Immediately prior to the Completion, the Offeror and the Offeror Concert Parties are interested in 340,000,000 Shares, representing approximately 26.74% of the existing issued share capital of the Company. Upon Completion, the Offeror and the Offeror Concert Parties are interested in a total of 532,000,000 Shares, representing 41.84% of the existing issued share capital of the Company. Pursuant to Rules 26.1 of the Takeovers Code, the Offeror is required to make a mandatory conditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and the Offeror Concert Parties). Upbest is making the Offer for and on behalf of the Offeror.

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## LETTER FROM THE OFFER AGENT

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This letter forms part of this Composite Document which sets out, among other things, the details of the Offer, information on the Offeror and the intention of the Offeror regarding the Group. Further terms and procedures for acceptance of the Offer are 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”, “Letter from the Independent Board Committee” and “Letter from Vinco Financial” as set out in this Composite Document and the appendices as set out in the Composite Document and the Form of Acceptance and to consult their professional advisers if in doubt before reaching a decision as to whether or not to accept the Offer.

### Securities of the Company

As at the Latest Practicable Date, the Company has 1,271,732,200 Shares in issue.

As at the Latest Practicable Date, the Company does not have any other outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

### Principal Terms of the Offer

Upbest is making the Offer for and on behalf of the Offeror in compliance with the Takeovers Code on the following terms:

#### The Offer

**For each Offer Share . . . . . HK\$0.03 in cash**

The Offer Price of HK\$0.03 per Offer Share is the same as the price per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

The Offer is extended to all Shareholders (other than those Shares already owned or agreed to be acquired by the Offeror and the Offeror Concert Parties). 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 to them as at the date of despatch of this Composite Document or subsequently becoming attached to them, including but not limited to the rights to receive all dividends, distributions and any return of capital, if any, which may be paid, made or declared or agreed to be made or paid thereon or in respect thereof on or after the date on which the Offer are made, being the date of despatch of this Composite Document.

As at the Latest Practicable Date, there were no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company in issue other than the Shares.

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## LETTER FROM THE OFFER AGENT

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### Comparison of value

The Offer Price of HK\$0.03 per Offer Share represents:

- (i) a discount of approximately 31.82% to the closing price of HK\$0.044 per Share on the Latest Practicable Date;
- (ii) a premium of approximately 7.14% over the closing price of HK\$0.028 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a premium of approximately 11.11% over the average of closing price of HK\$0.027 per Share as quoted on the Stock Exchange for five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a premium of approximately 7.14% over the average of closing price of HK\$0.028 per Share as quoted on the Stock Exchange for ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a premium of approximately 7.14% over the average of closing price of HK\$0.028 per Share as quoted on the Stock Exchange for thirty (30) consecutive trading days up to and including the Last Trading Day;
- (vi) a discount of approximately 53.85% to the audited consolidated net assets per Share of approximately HK\$0.065 as at 31 March 2024 as extracted from the annual report of the Company for the year ended 31 March 2024, which was calculated based on the Group's latest published audited consolidated net assets of approximately HK\$82,715,000 and 1,271,732,200 Shares in issue as at 31 March 2024; and
- (vii) a discount of approximately 57.14% to the unaudited consolidated net assets per Share of approximately HK\$0.070 as at 30 September 2024 as extracted from the interim report of the Company for the six months ended 30 September 2024, which was calculated based on the Group's latest published unaudited consolidated net assets of approximately HK\$88,441,000 and 1,271,732,200 Shares in issue as at 30 September 2024.

### Conditions to the Offer

The Offer is conditional only on valid acceptances being received in respect of such number of Offer Shares, which together with Shares owned, acquired or agreed to be acquired by the Offeror and the Offeror Concert Parties before or during the Offer, will result in the Offeror and the Offeror Concert Parties holding more than 50% of the voting rights in the Company.

Further announcement(s) in relation to the revision, extension or lapse of the Offer or the fulfilment of the conditions of the Offer shall be made in accordance with the Takeovers Code and Listing Rules in due course.

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## LETTER FROM THE OFFER AGENT

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### **Highest and lowest Share prices**

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the Relevant Period were HK\$0.065 per Share on 24 April 2025 and HK\$0.024 per Share on 4 March 2025, respectively.

### **Total Consideration of the Offer**

Assuming that there is no change in the issued share capital of the Company, there would be 1,271,732,200 Shares in issue. Based on the Offer Price of HK\$0.03 per Offer Share, the entire issued share capital of the Company would be valued at HK\$38,151,966. On the basis of 1,271,732,200 Shares in issue, the Offeror and the Offeror Concert Parties own 532,000,000 Shares upon Completion. As of the Latest Practicable Date, 739,732,200 Shares will be subject to the Offer. In the case that the Offer is accepted in full, the maximum consideration payable by the Offeror for the Offer is approximately HK\$22,191,966. The aggregate value of the Offer is approximately HK\$22,191,966.

### **Financial resources available to the Offeror**

The Offeror intends to finance the consideration payable under the Offer in full by its own internal resources provided by its sole shareholder, Mr. Cheng Kai Ming Charles, from his own resources. Diligent Capital and Pelican Financial, being the joint financial advisers to the Offeror in respect of the Offer, are satisfied that sufficient resources are and will remain available to the Offeror to satisfy the maximum payment obligations upon full acceptance of the Offer.

Neither Diligent Capital nor Pelican Financial holds or has dealt in the Shares and any outstanding options, derivatives, warrants, or other securities convertible into Shares during Relevant Period.

### **Payment**

Payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event, not later than seven (7) business days (as defined under the Takeovers Code) following the date on which the relevant documents of title of the Shares or the Options (as the case may be) are received by the Offeror to render each such acceptance complete and valid.

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

### **Compulsory acquisition**

The Offeror does not intend to exercise any rights which may be available to them to compulsorily acquire any outstanding Offer Shares not acquired under the Offer after the close of the Offer.

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## LETTER FROM THE OFFER AGENT

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### Effect of accepting the Offer

Acceptance of the Offer by any Independent Shareholders will be deemed to constitute a warranty by such person that all Offer Shares to be sold by such person under the Offer are fully paid and free from all Encumbrances whatsoever together with all rights and interests attaching thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date of the Composite Document.

Acceptance of the Offer would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code.

### Overseas Shareholders

The availability of the Offer to any Overseas Shareholders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. Overseas Shareholders who have registered addresses outside Hong Kong and wish to accept the Offer should 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 of other taxes due by such accepting Overseas Shareholders in respect of such jurisdiction). As at the Latest Practicable Date, there is no Overseas Shareholder.

**Acceptance of the Offer by any Overseas Shareholder will be deemed to constitute a representation and warranty from such Overseas Shareholder to the Offeror that the local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers in case of any doubt.**

### Stamp duty

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptance of the Offer at a rate of 0.10% of the consideration payable in respect of the relevant acceptances, or (if higher) the value of the Shares as determined by the Collector of Stamp Revenue under the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), will be deducted from the amount payable to the Independent Shareholders who accept the Offer. The Offeror will then arrange for payment of the stamp duty on behalf of those Independent Shareholders who accepted the Offer. The Offeror will bear the Offeror's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares.

### Taxation advice

Independent Shareholders are recommended to consult their own professional advisers as to the taxation implications of accepting or rejecting the Offer. It is emphasised that none of the Company, the Offeror or the Offeror Concert Parties or any of their respective directors, officers or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.



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## LETTER FROM THE OFFER AGENT

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### Dealing and interests in the Company's securities

Save for the Acquisition and the Sale Shares, none of the Offeror nor any of the Offeror Concert Parties has dealt in any Shares, options, derivatives, warrants or other securities convertible into Shares during the Relevant Period.

### INFORMATION OF THE OFFEROR

The Offeror is an investment holding company incorporated in the British Virgin Islands with limited liability on 18 May 2023. The sole director of the Offeror is Mr. Cheng Kai Ming Charles. Mr. Cheng Kai Ming Charles has professional qualifications in both accounting and marketing and has been engaged in the investment advisory and securities business for over twenty years. As at the Latest Practicable Date, the Offeror is wholly owned by Mr. Cheng Kai Ming Charles, who is also one of the discretionary objects of a trust which assets include assets in the entire issued share capital of Fung Fai.

The Offeror did not carry on any business since its incorporation until the entering of the Sale and Purchase Agreement and the transactions in connection therewith.

The reason for the Offeror to make the Acquisition is that Mr. Leong Chi Wai, the sole shareholder of the Vendor, would like to realise his investment in the Company. As such, the Vendor has approached the Offeror and the Offeror has, upon considering that the Acquisition could improve its investment portfolio, agreed to purchase the Sale Shares from the Vendor.

As of the Latest Practicable Date, the Offeror owns 192,000,000 Shares, and together with the Offeror Concert Parties, are holding in aggregate 532,000,000 Shares, representing approximately 41.84% of the total issued share capital of the Company.

Fung Fai is a member of the Offeror Concert Parties. Fung Fai is an investment holding company incorporated in the British Virgin Islands with limited liability. As at the Latest Practicable Date, the entire issued share capital of Fung Fai is owned by a trust. Mr. Cheng Wai Lun, Andrew (who is an executive Director), Mr. Cheng Kai Ming Charles and their family members are the beneficiaries of the trust which assets include interests in the entire issued share capital of Fung Fai. As at the Latest Practicable Date, Fung Fai owns 340,000,000 Shares, representing approximately 26.74% of the total issued share capital of the Company.

Save as disclosed above, the Offeror and the Offeror Concert Parties have no other relationship with the Vendor or its respective associates as at the Latest Practicable Date. The Offeror is not connected, related or otherwise associated with the Group's suppliers, customers, sub-contractors and joint venture partners. The Offeror has no business relationship or financing arrangement with the Group in the past or at present.

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## LETTER FROM THE OFFER AGENT

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### INFORMATION ON THE GROUP

Details of the information on the Group are set out in the “Letter from the Board” to this Composite Document. Financial information of the Group is set out in Appendix II to this Composite Document. General information of the Group is set out in Appendix III to this Composite Document.

### INTENTION OF THE OFFEROR AND THE OFFEROR CONCERT PARTIES IN RELATION TO THE COMPANY

The Offeror and the Offeror Concert Parties consider and confirm that (a) it is intended that the Group will continue with the existing business of the Group; and (b) they have no intention to (i) introduce any major changes to the existing business of the Group; or (ii) discontinue the employment of any of the Group’s employees; or (iii) re-deploy the fixed assets of the Group other than in its ordinary course of business.

The Offeror will, depending on the business operations and development of the Group in the future, constantly review the employee structure of the Group so as to meet the needs of the Group from time to time. The Offeror has no intention to discontinue the employment of the employees (save for the potential change in the composition of the Board) or to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business.

The Offeror has no intention or has not entered into any agreement, arrangement, negotiation or undertaking to downsize or dispose of any of the Company’s existing business and/ or acquire any new businesses.

As at the Latest Practicable Date, no material investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangement, understanding, or negotiation in relation to the injection of any assets or business into the Group.

### PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

Pursuant to the Listing Rules, the Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the listed issuer, being 25% of the issued Shares (excluding treasury shares) are held by the public or if the Stock Exchange believes that: (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, then it will consider exercising its discretion to suspend dealings in the Shares until the prescribed level of public float is restored.

The Offeror intends the issued Shares to remain listed on the Main Board after the close of the Offer. The sole director of the Offeror (i.e. Mr. Cheng Kai Ming Charles) and the new directors to be appointed to the Board will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

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## LETTER FROM THE OFFER AGENT

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### FURTHER TERMS OF THE OFFER

Your attention is drawn to the further terms of the Offer, including procedures for acceptance, settlement and the acceptance period, as set out in Appendix I to this Composite Document and the Form of Acceptance.

### GENERAL

To ensure equality of treatment to all Independent Shareholders, those registered Independent Shareholders who hold any Offer Shares as nominee for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for the beneficial owners of the Offer Shares whose investment are registered in the names of nominees to accept the Offer, it is essential that they provide instructions to their nominees of their intentions with regard to the Offer. The attention of Independent Shareholders with registered addresses in jurisdiction outside Hong Kong is drawn to the section headed “7. Overseas Shareholders” in Appendix I to this Composite Document.

All documents and remittances sent to the Independent Shareholders by ordinary post will be sent to them at their own risk. Such documents and remittances will be sent to the Independent Shareholders at their respective addresses as they appear in the register of members of the Company, or in the case of joint Independent Shareholders, to the Independent Shareholder whose name appears first in the register of members of the Company. None of the Offeror, the Company, Diligent Capital, Pelican Financial, Upbest, Vinco Financial, the Registrar or any of their respective directors or professional advisers or any other parties involved in the Offer will be responsible for any loss or delay in transmission 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. In addition, your attention is drawn to the “Letter from the Board”, the “Letter from the Independent Board Committee” and the letter of advice by Vinco Financial to the Independent Board Committee and the Independent Shareholders in respect of the Offer as set out in the “Letter from Vinco Financial” as contained in this Composite Document.

In considering what action to take in connection with the Offer, you should consider your own tax or financial position and if you are in any doubt, you should consult your professional advisers.

Yours faithfully,  
**Upbest Securities Company Limited**  
**Cheng Wai Ling, Annie**  
*Director*

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## LETTER FROM THE BOARD

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### UBA INVESTMENTS LIMITED

### 開明投資有限公司\*

*(incorporated in Cayman Islands with limited liability)*

(Stock code: 768)

*Executive Directors:*

Dr. Wong Yun Kuen

Mr. Cheng Wai Lun, Andrew

Mr. Chau Wai Hing

*Independent non-executive Directors:*

Mr. Tang Hon Bui, Ronald

Mr. Kwok Ming Fai

Ms. Kwok Yuen Lam, Sophia

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Principal place of business in Hong Kong:*

Flat B, 16th Floor

Wah Kit Commercial Centre

300 Des Voeux Road Central

Hong Kong

14 May 2025

*To the Independent Shareholders*

Dear Sirs,

**MANDATORY CONDITIONAL CASH OFFER BY  
UPBEST SECURITIES COMPANY LIMITED  
FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE  
ALL THE ISSUED SHARES IN UBA INVESTMENTS LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED  
TO BE ACQUIRED BY  
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

#### INTRODUCTION

Reference is made to the Joint Announcement.

On 23 April 2025, the Offeror and the Company jointly announced that the Offeror and the Vendor entered into the Sale and Purchase Agreement, pursuant to which the Offeror agreed to acquire and the Vendor conditionally agreed to sell the Sale Shares, representing approximately 15.10% of the existing issued share capital of the Company, for a total consideration of HK\$5,760,000, representing HK\$0.03 per Sale Share.

\* For identification purpose only

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## LETTER FROM THE BOARD

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The Completion took place on 14 April 2025. Immediately following the Completion, the Offeror and the Offeror Concert Parties are interested in a total of 532,000,000 Shares, representing 41.84% of the existing issued share capital of the Company. Pursuant to Rules 26.1 of the Takeovers Code, the Offeror is required to make a mandatory conditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and the Offeror Concert Parties). Upbest is making the Offer for and on behalf of the Offeror.

The purpose of this letter is to provide you with, among other things, information relating to the Group and the Offer.

### THE MANDATORY CONDITIONAL CASH OFFER

The following information about the Offer is based on the letter from the Offer Agent contained in this Composite Document. The Offer are being made by Upbest on behalf of the Offeror in compliance with the Takeovers Code on the terms and conditions set out in this Composite Document and in the accompanying Form of Acceptance on the following basis:

**For each Offer Share . . . . . HK\$0.03 in cash**

The Offer Price of HK\$0.03 per Offer Share under the Offer is the same as the purchase price per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

The Directors confirm that, as at the Latest Practicable Date, the Company has not declared any dividend that is unpaid and does not intend to declare or pay any dividend or make other distribution on or before the close or lapse of the Offer.

### Conditions to the Offer

The Offer is conditional only on valid acceptances being received in respect of such number of Offer Shares, which together with Shares owned, acquired or agreed to be acquired by the Offeror and the Offeror Concert Parties before or during the Offer, will result in the Offeror and the Offeror Concert Parties holding more than 50% of the voting rights in the Company.

Further announcement(s) in relation to the revision, extension or lapse of the Offer or the fulfilment of the conditions of the Offer shall be made in accordance with the Takeovers Code and Listing Rules in due course.

### Further details of the Offer

You are advised to refer to the letter from the Offer Agent contained in this Composite Document, the further terms of the Offer and procedures for acceptance set out in Appendix I to this Composite Document and the accompanying Form of Acceptance for further details and procedures for acceptance and settlement of the Offer.

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## LETTER FROM THE BOARD

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### SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company as at the Latest Practicable Date:

	<i>No. of Shares</i>	<i>Approximate%</i>
The Offeror and Offeror Concert Parties		
– The Offeror	192,000,000	15.10
– Fung Fai ( <i>Note 1</i> )	340,000,000	26.74
Sub-total for the Offeror and the Offeror Concert Parties ( <i>Note 1</i> )	532,000,000	41.84
Public Shareholders	739,732,200	58.16
<b>Total</b>	<b>1,271,732,200</b>	<b>100.000</b>

*Notes:*

1. The shares are held by Fung Fai. Mr. Cheng Wai Lun, Andrew, Mr. Cheng Kai Ming, Charles and their family members are one of the beneficiaries of the trust which assets include interests in the entire issued share capital of Fung Fai and accordingly, they are deemed to be interested in 340,000,000 Shares and the entire issued share capital of Fung Fai under the SFO.

### INFORMATION ON THE OFFEROR

Your attention is drawn to the section headed “Information of the Offeror” in the letter from the Offer Agent contained in this Composite Document for details.

### INFORMATION ON THE GROUP

The Company is an investment company listed under Chapter 21 of the Listing Rules and the principal activities of the Company and its subsidiaries are investment in listed securities and unlisted securities for their potential earnings growth and capital appreciation.

Your attention is drawn to the financial and general information of the Group set out in Appendix II and Appendix III to this Composite Document.

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## LETTER FROM THE BOARD

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### INTENTION OF THE OFFEROR IN RELATION TO THE COMPANY

Your attention is drawn to the section headed “Intention of the Offeror and the Offeror Concert Parties in relation to the Company” in the letter from the Offer Agent contained in this Composite Document for details.

The Board notes and understands the intention of the Offeror, which is set out under the sections headed “Intention of the Offeror and the Offeror Concert Parties in relation to the Company” and “Public Float and Maintaining the listing status of the Company” in the letter from the Offer Agent contained in this Composite Document. The Offeror intends that the Group will continue its principal activities of investment in listed securities and unlisted securities and will maintain the listing of the Shares on the Main Board of the Stock Exchange after the close of the Offer. Further, the Offeror has no intention to discontinue the employment of the employees (save for the change in the composition of the Board) or to re-deploy the assets of the Group other than those in its ordinary course of business.

The Board will co-operate and provide support to the Offeror as regards to the Offeror’s intention regarding the Group and will continue to act in the best interests of the Group and the Shareholders as a whole.

### MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares (excluding treasury shares), are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares until the prescribed level of public float is restored.

As stated in the letter from the Offer Agent contained in this Composite Document, the Offeror intends to maintain the listing of the Shares on the Main Board of the Stock Exchange after the close of the Offer. The sole director of the Offeror (i.e. Mr. Cheng Kai Ming Charles) and the new directors to be appointed to the Board will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that a sufficient public float exists for the Shares.

### INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising Mr. Tang Hon Bui, Ronald, Mr. Kwok Ming Fai and Ms. Kwok Yuen Lam, Sophia, each of whom being an independent non-executive Director, has been established by the Company pursuant to Rule 2.1 of the Takeovers Code to make a recommendation to the Independent Shareholders in respect of the Offer, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

Vinco Financial has been appointed with the approval of the Independent Board Committee as the Independent Financial Adviser to advise the Independent Board Committee as to the fairness and reasonableness of the Offer and as to acceptance of the Offer.

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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

Your attention is drawn to (i) the letter from the Independent Board Committee on pages 23 to 24 of this Composite Document, which sets out its recommendations to the Independent Shareholders in relation to the Offer; and (ii) the letter from Vinco Financial on pages 25 to 46 of this Composite Document, which sets out its advice to the Independent Board Committee as to the fairness and reasonableness of the Offer and as to acceptance of the Offer, and the principal factors and reasons it has considered before arriving at its advice.

### ADDITIONAL INFORMATION

Please refer to the letter from the Offer Agent set out in this Composite Document as well as the appendices to this Composite Document and the accompanying Form of Acceptance for information relating to, among other things, the Offer, the acceptance, settlement procedures of the Offer and the making of the Offer to the Shareholders and its related taxation.

Yours faithfully,

By order of the Board  
**UBA Investments Limited**  
**Wong Yun Kuen**  
*Chairman and Executive Director*





**UBA INVESTMENTS LIMITED**

**開明投資有限公司\***

*(incorporated in Cayman Islands with limited liability)*

(Stock code: 768)

14 May 2025

*To the Independent Shareholders*

Dear Sirs,

**MANDATORY CONDITIONAL CASH OFFER BY  
UPBEST SECURITIES COMPANY LIMITED  
FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL  
THE ISSUED SHARES IN  
UBA INVESTMENTS LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED BY THE OFFEROR AND  
PARTIES ACTING IN CONCERT WITH IT)**

We refer to the Composite Document dated 14 May 2025 jointly issued by the Offeror and the Company, of which this letter forms part. Unless specified otherwise, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

We have been appointed as the members of the Independent Board Committee to advise you as to whether, in our opinion, the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned and as to acceptance of the Offer.

Vinco Financial has been appointed with our approval as the Independent Financial Adviser to advise us in this regard. Details of their independent advice, together with the principal factors and reasons they have taken into consideration, are set out in the letter from Vinco Financial on pages 25 to 46 of this Composite Document.

We also wish to draw your attention to the letter from the Offer Agent set out on pages 10 to 17 of this Composite Document, the letter from the Board set out on pages 18 to 22 of this Composite Document and the appendices to this Composite Document.

Having taken into account the advice of Vinco Financial, we consider that the Offer is fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to accept the Offer. Independent Shareholders are recommended to read the letter from Vinco Financial.

\* For identification purpose only

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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The Independent Shareholders who would like to realise part or all of their investment in the Shares should closely monitor the market prices of the Shares during the period of the Offer. In the event that the market price of the Shares exceeds the Offer Price during the period of the Offer and the sale proceeds (net of transaction costs) exceed the net amounts receivable under the Offer, the Independent Shareholders should consider to sell their Shares in the open market instead of accepting the Offer.

For those Independent Shareholders who wish to retain part or all of their investment in the Shares are reminded to pay attention that the Group will be principally engaged in its existing business (being investment holding) after the change in control of the Company, and should consider carefully the intentions of the Offeror in relation to the Group after the close of the Offer.

Yours faithfully,  
The Independent Board Committee

**Mr. Tang Hon Bui, Ronald**  
*Independent non-executive  
Director*

**Mr. Kwok Ming Fai**  
*Independent non-executive  
Director*

**Ms. Kwok Yuen Lam, Sophia**  
*Independent non-executive  
Director*

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## LETTER FROM VINCO FINANCIAL

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*The following is the full text of a letter of advice from the Independent Financial Adviser setting out the advice to the Independent Board Committee and the Independent Shareholders in respect of the Offer, which has been prepared for the purpose of inclusion in the Composite Document.*



14 May 2025

*To: The Independent Board Committee and the Independent Shareholders of UBA Investments Limited  
Dear Sirs/Madams,*

**MANDATORY CONDITIONAL CASH OFFER BY  
UPBEST SECURITIES COMPANY LIMITED  
FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE  
ALL THE ISSUED SHARES IN UBA INVESTMENTS LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE  
ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

### INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the Composite Document dated 14 May 2025, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Composite Document unless the context requires otherwise.

Reference is made to the Joint Announcement. On 23 April 2025, the Offeror and the Company jointly announced that the Offeror and the Vendor entered into the Sale and Purchase Agreement, pursuant to which the Offeror agreed to acquire and the Vendor conditionally agreed to sell the Sales Shares, representing approximately 15.10% of the existing issued share capital of the Company as at the Latest Practicable Date, for a total consideration of HK\$5,760,000, representing HK\$0.03 per Sale Share.

The Completion took place on 14 April 2025 and the Consideration has been paid by the Offeror out of its own financial resources provided by its sole shareholder, Mr. Cheng Kai Ming Charles, from his own resources. Immediately prior to Completion, the Offeror and the Offeror Concert Parties are interested in 340,000,000 Shares, representing approximately 26.74% of the existing issued share capital of the Company. Immediately following the Completion, the Offeror and the Offeror Concert Parties are interested in a total of 532,000,000 Shares, representing approximately 41.84% of the total issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory conditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and the Offeror Concert Parties). Upbest is making the Offer for and on behalf of the Offeror.

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## LETTER FROM VINCO FINANCIAL

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### THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Tang Hon Bui, Ronald, Mr. Kwok Ming Fai and Ms. Kwok Yuen Lam, Sophia, has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give a recommendation to the Independent Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

We have been appointed as the Independent Financial Adviser to advise the Independent Board Committee in this respect and our opinion herein is solely for the assistance of the Independent Board Committee in connection with its consideration of the Offer pursuant to Rule 2.1 of the Takeovers Code and such appointment has been approved by the Independent Board Committee. Our role as the Independent Financial Adviser is to give our recommendation to the Independent Board Committee as to (i) whether the Offer is fair and reasonable so far as the Independent Shareholders are concerned; and (ii) whether the Offer should be accepted.

As at the Latest Practicable Date, we are not connected with the directors, chief executive and substantial shareholders of the Company and the Offeror or any of their respective subsidiaries or their respective associates or any party acting, or presumed to be acting, in concert with any of them and as at the Latest Practicable Date, we did not have shareholding, directly or indirectly, in any of them (if applicable) and any of their respective associates and, as at the Latest Practicable Date, did not have any shareholding, directly or indirectly, in any entities within the Group or the Offeror or any rights, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any entities within the Group and the Offeror. There are no relationships or interest between us and the Company, the Offeror or any other parties that could be reasonably be regarded as hindrance to our independence as defined under Rule 13.84 of the Listing Rules and Rule 2.6 of the Takeovers Code to act as the Independent Financial Adviser to the Independent Board Committee in respect of the Offer. We are eligible to give independent advice and recommendations on the Offer and as to acceptance thereof. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser to the Independent Board Committee, no arrangement exists whereby we will receive any fees from the Offeror and the Company, their subsidiaries, their associates or their respective substantial shareholders or associates.

During the past two years (from 10 May 2023 to the Latest Practicable Date), we were appointed as the independent financial adviser to advise the independent board committee and the independent shareholders of the Company in respect of continuing connected transactions. Details of the relevant transactions are set out in the circular of the Company dated 26 February 2025. Apart from the normal advisory fee payable to us in connection with our appointment as the Independent Financial Adviser to advise the Independent Board Committee, no arrangement exists whereby we shall receive any other fees or benefits from the Offeror and the Company or any of their respective substantial shareholders or any person acting, or deemed to be acting, in concert with any of them. Accordingly, we are considered eligible to give independent advice on the Offer.

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## LETTER FROM VINCO FINANCIAL

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### BASIS OF OUR ADVICE

In formulating our advice and recommendation to the Independent Board Committee, we have relied on the statements, information, opinions and representations contained in or referred to in the Composite Document and the information and representations as provided to us by the executive directors (the “**Executive Directors**”) and the management of the Company. Our review procedures include, among others, review of the latest interim report of the Group for the six months ended 30 September 2024 (the “**2024 Interim Report**”), the latest annual report of the Group for the year 31 March 2024 (the “**2024 Annual Report**”), the Composite Document, the relevant announcements published by the Company, the prospect and outlook of the Group, the share price performance, the trading liquidity of the Company and comparable companies to the Company. We have assumed that all information and representations that have been provided by the Executive Directors and the management of the Company are true, complete and accurate in all material respects at the time when they were made and up to the Latest Practicable Date. Should there be any subsequent material changes in such information during the Offer Period, the Company should inform the Shareholders as soon as practicable 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. We have also assumed that all statements of belief, opinion, expectation and intention made by the Executive Directors in the Composite Document were reasonably made after due enquiries and careful considerations.

We consider that we have been provided with sufficient information on which to form a reasonable basis for our opinion in compliance with Rule 13.80 of the Listing Rules and Rule 2 of the Takeovers Code. We have no reason to suspect that any relevant information has been withheld, nor are we aware of any fact or circumstance which would render the information provided and representations made to us untrue, inaccurate or misleading. We consider that we have performed all the necessary steps to enable us to reach an informed view and to justify our reliance on the information provided so as to provide a reasonable basis for our opinion. The Independent Shareholders will be notified of any material changes to such information provided in the Composite Document and our opinion as soon as possible. We have also assumed that all statements of opinion made by the Executive Directors and the management of the Company in the Composite Document were reasonably made after due enquiries and careful consideration. The Executive Directors have confirmed that, to the best of their information and knowledge, they believe that no material fact or information has been omitted from the information supplied and that the representations made or opinions expressed have been arrived at after due and careful consideration and there are no other facts or representations the omission of which would make any statement in the Composite Document, including this letter, misleading.

While we have taken reasonable steps to satisfy the requirements under the Takeovers Code and the Listing Rules, we have not carried out any independent verification of the information, opinions or representations given or made by or on behalf of the Company or the Offeror as set out in the Composite Document, nor have we conducted an independent investigation into the business affairs or assets and liabilities of the Group or any of the other parties involved in the Offer.

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## LETTER FROM VINCO FINANCIAL

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We have not considered the tax and regulatory implications on the Independent Shareholders of acceptance or non-acceptance of the Offer since these depend on their individual circumstances. In particular, the Independent Shareholders who are resident overseas or subject to overseas taxes or Hong Kong taxation on securities dealings should consider their own tax positions, and if in any doubt, should consult their own professional adviser.

This letter is issued for the information of the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Offer, and except for its inclusion in the Composite Document, 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.

### PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee in relation to the Offer, we have considered the principal factors and reasons as set out below:

#### 1. Information on the Offeror and the Offeror Concert Parties

The Offeror is an investment holding company incorporated in the British Virgin Islands with limited liability on 18 May 2023. As at the Latest Practicable Date, the sole director and shareholder of the Offeror is Mr. Cheng Kai Ming Charles. Mr. Cheng Kai Ming Charles has professional qualifications in both accounting and marketing and has been engaged in the investment advisory and securities business for over twenty years. As at the Latest Practicable Date, the Offeror is wholly owned by Mr. Cheng Kai Ming Charles, who is also one of the discretionary objects of a trust which assets include assets in the entire issued share capital of Fung Fai.

The Offeror did not carry on any business save for holding of investment since its incorporation until the entering of the Sale and Purchase Agreement and the transactions in connection therewith.

The reason for the Offeror to make the Acquisition is that Mr. Leong Chi Wai, the sole shareholder of the Vendor, would like to realise his investment in the Company. As such, the Vendor has approached the Offeror and the Offeror has, upon considering that the Acquisition could improve its investment portfolio, agreed to purchase the Sale Shares from the Vendor.

As of the Latest Practicable Date, the Offeror owns 192,000,000 Shares, and together with the Offeror Concert Parties, are holding in aggregate 532,000,000 Shares, representing approximately 41.84% of the total issued share capital of the Company.

Fung Fai is a member of the Offeror Concert Parties. Fung Fai is an investment holding company incorporated in the British Virgin Islands with limited liability. As at the Latest Practicable Date, the entire issued share capital of Fung Fai is owned by a trust. Mr. Cheng Wai Lun, Andrew (who is an executive Director), Mr. Cheng Kai Ming Charles and their family members are the beneficiaries of the trust which assets include interests in the entire issued share capital of Fung Fai. As at the Latest Practicable Date, Fung Fai owns 340,000,000 Shares, representing approximately 26.74% of the total issued share capital of the Company.

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Save as disclosed above, the Offeror and the Offeror Concert Parties have no other relationship with the Vendor or its respective associates as at the Latest Practicable Date. The Offeror is not connected, related or otherwise associated with the Group's suppliers, customers, sub-contractors and joint venture partners. The Offeror has no business relationship or financing arrangement with the Group in the past or at present.

### 2. Information on the Group

The Company is an investment company listed under Chapter 21 of the Listing Rules and the principal activities of the Company and its subsidiaries are investment in listed securities and unlisted securities in Hong Kong and PRC for their potential earnings growth and capital appreciation.

Set out below is a summary of (i) the unaudited financial information of the Group for the six months ended 30 September 2023 and 30 September 2024 ("HY2023" and "HY2024", respectively) as extracted from the 2024 Interim Report; and (ii) the audited financial information of the Group for the two years ended 31 March 2023 and 31 March 2024 ("FY2023" and "FY2024", respectively) as extracted from the 2024 Annual Report:

**Table 1: Historical financial information of the Group**

	For the six months ended		For the year ended	
	30 September		31 March	
	2024	2023	2024	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(audited)	(audited)
Revenue	4,118	4,580	5,010	4,584
Profit/(Loss) and total comprehensive income/(expenses) for the period/year	5,726	(7,570)	(7,409)	(14,433)
	As at		As at 31 March	
	30 September		2024	
	2024	2023	2024	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(audited)	(audited)
Cash and cash equivalents		13,264	5,542	4,323
Net assets		88,441	82,715	90,124

#### (a) HY2024 versus HY2023

For the HY2024, the revenue of the Group decreased from approximately HK\$4.6 million to approximately HK\$4.1 million, representing a decrease of approximately 10.1% as compared with the HY2023. Such decrease in revenue was due to the decrease in dividend income from listed equity investment as the change in investment portfolio and dividend yield from the listed securities. With reference to the 2024 Interim Report, the turn from the net loss to net profit was mainly due to a realised and unrealised gain on financial assets at fair value through profit or loss of approximately HK\$3.5 million for the HY2024 as compared with an unrealised loss of

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approximately HK\$10.0 million in last corresponding period. Gross proceeds from disposal of trading securities increased by approximately 13.9 times from approximately HK\$2.3 million to approximately HK\$31.9 million compared with the corresponding period of last year as the Group was resulted from the proactive investment strategy adopted by the management this period and consistence and in line with the increasing securities market turnover (Main Board and GEM listed in Hong Kong) of approximately 21.5% as compared with last corresponding period.

The cash and cash equivalents of the Group increased from approximately HK\$5.5 million as at 31 March 2024 to approximately HK\$13.3 million as at 30 September 2024, representing an increase of approximately 139.3% as compared with the last corresponding period which was considered to be healthy and in good liquidity. Such increase was due to the received dividend income and proceeds from disposal of listed securities during the period. The net assets value increased by approximately 6.9% from approximately HK\$82.7 million as at 31 March 2024 to approximately HK\$88.4 million as at 30 September 2024 which was in line with the increment of approximately 27.8% the Hang Seng Index (the “HSI”) during this period. Gearing ratio had not been presented as there was no debt as at 30 September 2024.

**(b) FY2024 versus FY2023**

For the FY2024, the revenue of the Group increased from approximately HK\$4.6 million to approximately HK\$5.0 million, representing an increase of approximately 9.3% as compared with the FY2023. With reference to the 2024 Annual Report, the Group recorded a loss of approximately HK\$7.4 million for the FY2024 compared with the loss of approximately HK\$14.4 million for the FY2023, representing a decrease of loss of approximately 48.7%. Such decrease of loss was made up of (i) the turn from the loss of approximately HK\$0.5 million of realised gain in relation to the listed equity investment for the FY2023 to the realised gain of such of approximately HK\$0.1 million for the FY2024; and (ii) the decrease in unrealised loss in relation to the listed equity investment by approximately 50.6% from approximately HK\$11.9 million for the FY2023 to approximately HK\$5.9 million for the FY2024. Gross proceeds from disposal of trading securities significantly decreased by approximately 86.2% from approximately HK\$20.9 million for the FY2023 to approximately HK\$2.9 million for the FY2024 as the Group reduced the investment proportion on trading listed securities under the prevalent uncertainty of the macroeconomic environment which was mainly affected by interest rate hike in the United States (the “U.S.”) during the year. It was also in line with the decreased securities market turnover (Main board and GEM listed in Hong Kong) of approximately 20.2% during the same period.

The cash and cash equivalents of the Group increased from approximately HK\$4.3 million as at 31 March 2023 to approximately HK\$5.5 million as at 31 March 2024, representing an increase of approximately 28.2% as compared with the last corresponding period. The net asset value decreased by approximately 8.2% from approximately HK\$90.1 million as at 31 March 2023 to approximately HK\$82.7 million as at 31 March 2024, in line with the decrement of approximately 19.0% of the HSI during this year. Gearing ratio had not been presented as there was no debt as at 31 March 2024 and 31 March 2023 respectively.



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### **3. Intention of the Offeror and the Offeror Concert Parties in relation to the Company**

As stated in the letter from the Offer Agent, the Offeror and the Offeror Concert Parties consider and confirm that (a) it is intended that the Group will continue with the existing business of the Group; and (b) they have no intention to (i) introduce any major changes to the existing business of the Group; or (ii) discontinue the employment of any of the Group's employees; or (iii) re-deploy the fixed assets of the Group other than in its ordinary course of business.

The Offeror will, depending on the business operations and development of the Group in the future, constantly review the employee structure of the Group so as to meet the needs of the Group from time to time. The Offeror has no intention to discontinue the employment of the employees (save for the potential change in the composition of the Board) or to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business.

The Offeror has no intention or has not entered into any agreement, arrangement, negotiation or undertaking to downsize or dispose of any of the Company's existing business and/or acquire any new businesses.

As at the Latest Practicable Date, no material investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangement, understanding, or negotiation in relation to the injection of any assets or business into the Group. The Board will co-operate and provide support to the Offeror as regards to the Offeror's intention regarding the Group and will continue to act in the best interests of the Group and the Shareholders as a whole.

### **4. Prospect and outlook of the Group**

The Company is an investment company listed under Chapter 21 of the Listing Rules and the principal activities of the Company and its subsidiaries are investment in listed securities and unlisted securities in Hong Kong and PRC for their potential earnings growth and capital appreciation. The unlisted securities are mainly engaging in business of aquaculture and feed production in PRC.

Pursuant to the 2024 Interim Report, the Company expected the global stock markets to be full of challenges in the coming months, especially the effect from the cut rate policies in the U.S.. Also the concerns about whether the stimulus policies (including reducing the reserve requirement ratio; reducing the policy interest rate in the open market; reducing the interest rate of personal housing provident fund loans; increasing the re-lending quota for technological innovation; setting up re-loan for service consumption and pension; increasing the amount of re-lending to support agriculture and small enterprises; optimizing the monetary policy tools to support the capital market; and creating a risk-sharing tool for science and technology innovation bonds) issued by China can revive economic growth in China and Hong Kong. As such, the Company continued to adopt and maintain a cautious and pragmatic investment approach in order to bring better returns for the Shareholders. We have, accordingly, researched on the information from the public domain with respect to the prospect of the stock market in Hong Kong and PRC and the global economic outlook.

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According to the *Hang Seng Indexes 2024 Year-End Market Report* published by the Hang Seng Indexes Company Limited, the Hang Seng Index increased by 17.7% in 2024 after falling by 13.8% in 2023. The Hang Seng Index then fluctuated between the lowest of approximately 14,961 and the highest of approximately 23,100 in 2024.

With reference to the *Half-Yearly Monetary and Financial Stability Report* published by the Hong Kong Monetary Authority in March 2025 with the review period between the end of August 2024 and the end of February 2025, the equity market in Hong Kong rose notably between September and early October 2024, driven by the China's supportive policy measures and the first interest rate cut by the U.S. Federal Reserve in more than four years. Meanwhile, after being on an upward trajectory for most of the review period, the global equity market encountered a notable correction in late February 2025 due to concerns over economic outlook and the impact of U.S.'s trade policies. From the end of August 2024 to the end of February 2025, the Hang Seng Index surged by 27.5%, outperforming the MSCI World Index, which rose moderately by 3.9% during the same period. However, after being on an upward trajectory for most of the review period, the global equity market encountered a notable correction in late February 2025 due to concerns over economic outlook and the impact of U.S.'s trade policies. Developments in the external environment will continue to influence the performance of the local equity market. Changes in fiscal and trade policies under the new U.S. administration may lead to higher uncertainties over inflation risks and thus the future trajectory of interest rates in the U.S.. This could have significant implications for capital flows in the global financial market. Additionally, the potential resurgence of trade tensions and growing geoeconomic fragmentation could pose downside risks to the global financial market, including Hong Kong's equity market.

Making reference to recent local and international news, U.S. President Donald Trump, after taking office, has imposed different degrees of tariffs on various countries, which has immediately triggered a global stock market crash. Furthermore, the Hang Seng Index slumped 13.2%, the biggest one-day decline since 1997, with shares of tech, solar, banking and online retailers plunging as investors swiftly pulled out of anything linked to global trade. On 7 April 2025, CSI 300 Index dropped by approximately 7% in a single day, reflecting intense investor anxiety and risk aversion amid the imposed tariffs and trade conflict escalation. Over the course of a week in the early April 2025, the U.S. tariffs on Chinese imports have jumped from 54% to 104%, then 125% and even 145% as at the Latest Practicable Date, that could cut China's exports to the U.S. in the coming years based on the forecast made by various global banks. Further details can be found in the article, "Global banks cut China growth forecasts as trade war deepens", published by Reuters on 16 April 2025 (source: <https://www.reuters.com/world/china/global-banks-cut-china-growth-forecasts-trade-war-deepens-2025-04-15/>). Such scale of the tariffs could lead to significant unemployment and bankruptcy across China. Furthermore, U.S. imports into China will also go up in price due to China's tariffs, ultimately hurting consumers in China in a similar way like the impact on consumers in U.S. due to the tariffs imposed by U.S.. Since China and the U.S. together account for a large share of global economy, around 34% of gross domestic product based on purchasing-power-parity share of world total in 2024 according to the International Monetary Fund, the trade war between these two nations would also harm other countries' economies in the form of slower global growth and global investment including the equity market in Hong and Kong and PRC. Other than the significant declines experienced in the equity market of Hong Kong and PRC amid tariff risks have reflected the uncertainties of market performance and the effectiveness of the aforementioned stimulus policies issued by China are difficult to predict the prospect of the stock market in PRC. While policies

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support has helped limit deeper declines in PRC stock market, investor sentiment remains fragile, and the outlook is still clouded by persistent trade and economic uncertainty. As mentioned earlier, the Company is an investment company which its principal activities are investment in listed securities and unlisted securities in Hong Kong and PRC. Since the investment portfolio of the Company are changing from time to time, it is meaningful of understanding the outlook of the economy and securities market in Hong Kong and PRC as a whole instead of focusing on any particular securities. Therefore, we are of the view that the securities invested by the Company will be affected since the aforementioned tariffs and geoeconomic fragmentation together with the pressure of on-going confrontation between China and the U.S. will continue to impact on the worldwide economies and the stock markets, in particular making future prospects of Hong Kong and PRC and outlook uncertain which is expected to have impacts on the Group's future prospects.

As noted from the 2024 Annual Report, the Group had loss-making financial results during the past two financial years, recording a loss attributable to owners of the Company of approximately HK\$14.4 million and HK\$7.4 million for FY2023 and FY2024 respectively and the Company has not declared any cash dividend in the past two financial years. Due to nature of the principal business activities, the financial performance of the Group is largely affected by the Hong Kong equity markets and the global economic situations. Despite the Group made a turn from the net loss to net profit in HY2024, the performance of the Group is still hindered by the escalation of China-U.S. trade war and uncertainty of the stock market.

Having considered the challenges associated with the financial performance and prospects of the Group as discussed above, including (i) the fluctuation of the Hang Seng Index; (ii) the trend of the global stock markets; (iii) the impact on the stock market caused by external environment including the tariffs imposed by the U.S.; and (iv) the financial performance of the Group is affected by the equity market performance and global economy, we are of the view that the future business environment is still full of uncertainties for the Group to operate.

### 5. Principal terms of the Offer

The following information about the Offer is based on the letter from the Offer Agent contained in the Composite Document. The Offer is being made by Upbest on behalf of the Offeror in compliance with the Takeovers Code on the terms and conditions set out in the Composite Document and in the accompanying Form(s) of Acceptance on the following basis:

**For every Offer Share . . . . . HK\$0.03 in cash**

The Offer Price of HK\$0.03 per Offer Share under the Offer is the same as the purchase price per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

The Directors confirm that, as at the Latest Practicable Date, the Company has not declared any dividend that is unpaid and does not intend to declare or pay any dividend or make other distribution on or before the close or lapse of the Offer.

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The Offer is extended to all Shareholders (other than those Shares already owned or agreed to be acquired by the Offeror and the Offeror Concert Parties). 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 to them as at the date of despatch of the Composite Document or subsequently becoming attached to them, including but not limited to the rights to receive all dividends, distributions and any return of capital, if any, which may be paid, made or declared or agreed to be made or paid thereon or in respect thereof on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

As at the Latest Practicable Date, there were no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company in issue other than the Shares.

### *Conditions to the Offer*

The Offer is conditional only on valid acceptances being received in respect of such number of Offer Shares, which together with Shares owned, acquired or agreed to be acquired by the Offeror and the Offeror Concert Parties before or during the Offer, will result in the Offeror and the Offeror Concert Parties holding more than 50% of the voting rights in the Company.

Further announcement(s) in relation to the revision, extension or lapse of the Offer or the fulfilment of the conditions of the Offer shall be made in accordance with the Takeovers Code and Listing Rules in due course.

#### *(a) Analysis on the Offer Price*

The Offer Price of HK\$0.03 per Offer Share represents:

- (i) a discount of approximately 31.82% to the closing price of approximately HK\$0.044 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a premium of approximately 7.14% over the closing price of HK\$0.028 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a premium of approximately 11.11% over the average closing price of approximately HK\$0.027 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to and including the Last Trading Day;
- (iv) a premium of approximately 7.14% over the average closing price of HK\$0.028 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days immediately prior to and including the Last Trading Day;
- (v) a premium of approximately 7.14% over the average closing price of approximately HK\$0.028 per Share as quoted on the Stock Exchange for the thirty (30) consecutive trading days immediately prior to and including the Last Trading Day;

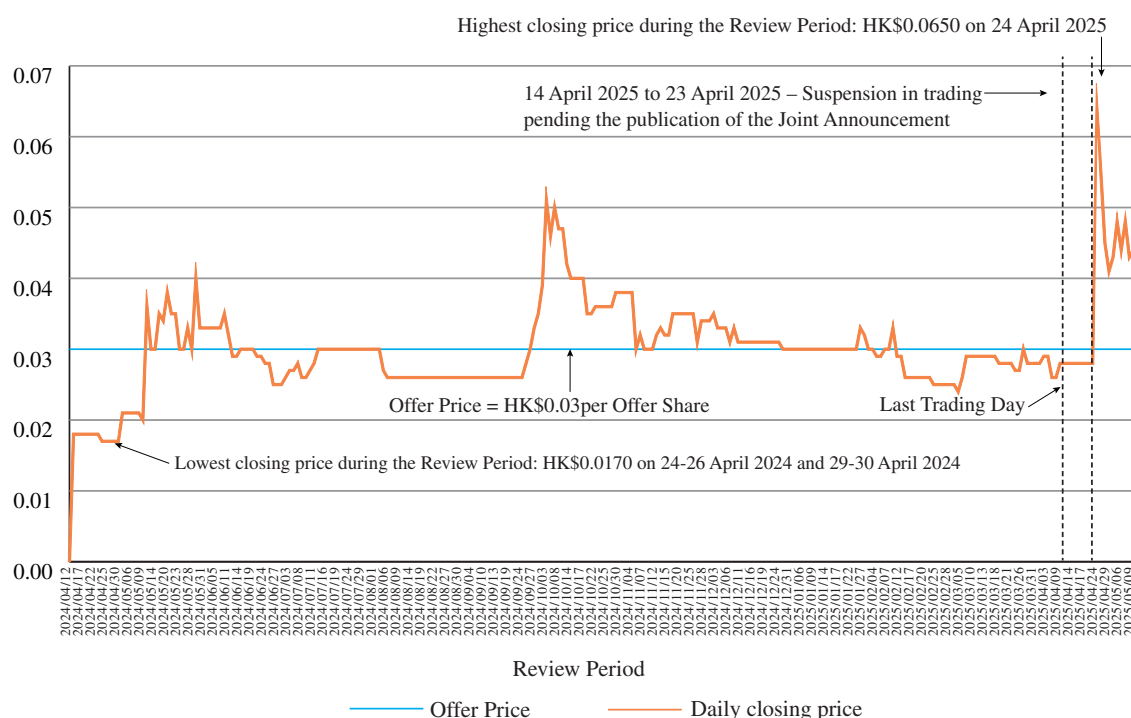
## LETTER FROM VINCO FINANCIAL

- (vi) a discount of approximately 53.85% to the audited consolidated net assets per Share of approximately HK\$0.065 as at 31 March 2024 as extracted from the 2024 Annual Report, which was calculated based on the Group's latest published audited consolidated net assets of approximately HK\$82,715,000 and 1,271,732,200 Shares in issue as at 31 March 2024; and
- (vii) a discount of approximately 57.14% to the unaudited consolidated net assets per Share of approximately HK\$0.070 as at 30 September 2024 as extracted from the 2024 Interim Report, which was calculated based on the Group's latest published unaudited consolidated net assets of approximately HK\$88,441,000 and 1,271,732,200 Shares in issue as at 30 September 2024.

### (b) *Historical performance of the Shares*

Set out below is the chart showing the daily closing price of the Shares as quoted on the Stock Exchange during the period commencing from 12 April 2024, being the twelve-month period prior to the Last Trading Day, up to and including the Latest Practicable Date (the “**Review Period**”), which we consider to be reasonably long enough to illustrate the historical trend and level of movement of the closing prices of the Shares, including but not limited to the market reaction to the announcement of the Offer and the Share price movement from the date of the Joint Announcement to the Latest Practicable Date.

**Table 2: Share price performance during the Review Period**



Source: [www.hkex.com.hk](http://www.hkex.com.hk)

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*Note:*

The trading of the Shares on the Stock Exchange was suspended at 9:00 a.m. on 14 April 2025 pending the release of the Joint Announcement. Trading of the Shares on the Stock Exchange was resumed at 9:00 a.m. on 24 April 2025.

We have reviewed the movements in the closing price of the Shares for the Review Period. We consider that the length of the Review Period to be reasonably long enough to illustrate the relationship between the historical trend of the closing price of the Shares and the Offer Price.

The lowest and highest closing price of the Shares during the Review Period were HK\$0.0170 per Share recorded on 24 April 2024, 25 April 2024, 26 April 2024, 29 April 2024 and 30 April 2024 and HK\$0.0650 per Share recorded on 24 April 2025, as quoted on the Stock Exchange. The average daily closing price of the Shares during the Review Period is approximately HK\$0.0302 per Share. The Offer Price of HK\$0.03 per Share represents (i) a premium of approximately 76.47% over the lowest closing price of HK\$0.0170 per Share; (ii) a discount of approximately 53.85% to the highest closing price of HK\$0.0650 per Share; and (iii) a discount of approximately 0.74% to the average daily closing price of approximately HK\$0.0302 per Share during the Review Period.

There was no notable movement in the Share price except (i) the beginning of the Review Period when reaching to the lowest closing price of the Share mentioned above; and (ii) the middle of the Review Period when demonstrating an upward trend at the closing price of HK\$0.0510 per Share on 3 October 2024. We have observed that the Company has not published any announcement immediately prior to this fluctuation on closing price of the Shares. We have also enquired with the management of the Company for the possible reasons for the price movement during the periods before the publication of the Joint Announcement and were advised that the Company was not aware of any other reasons for this unusual price movement.

As at the request of the Company, trading in Shares was suspended from 9:00 a.m. on 14 April 2025 pending the release of the Joint Announcement. Following the resumption of trading of the Shares on the Stock Exchange at 9:00 a.m. on 24 April 2025, the closing price of the Shares increased to the highest closing price during the Review Period at HK\$0.0650 per Share. During the publication of the Joint Announcement up to and including the Latest Practicable Date (the “**Post-Announcement Period**”), the lowest and highest closing price of the Shares as quoted on the Stock Exchange were HK\$0.0410 per Ordinary Share on 29 April 2025 and HK\$0.0650 per Share on 24 April 2025 respectively. The Offer Price of HK\$0.03 per Share represents (i) a discount of approximately 26.83% to the lowest closing price of HK\$0.0410 per Ordinary Share during the Post-Announcement Period; (ii) a discount of approximately 53.85% to the highest closing price of HK\$0.0650 per Share during the Post-Announcement Period; and (iii) a discount of approximately 36.98% to the average daily closing price of approximately HK\$0.0476 per Share during the Post-Announcement Period.

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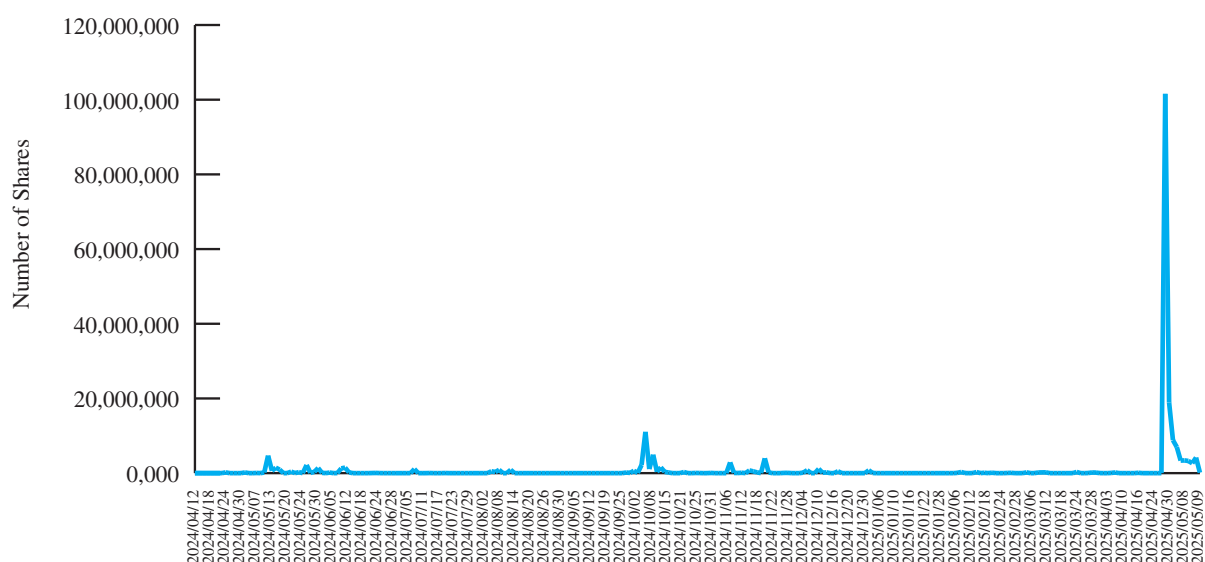
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We noted that the Shares had been traded (i) above the Offer Price per Share for 86 days during the Review Period, representing approximately 33.59% of the total trading days during the Review Period and 10 days during the Post-Announcement Period, representing approximately 100% of the total trading days during the Post-Announcement Period; (ii) below the Offer Price per Share for 116 days during the Review Period, representing approximately 45.31% of the total trading days during the Review Period and 0 day during the Post-Announcement Period, representing nil of the total trading days during the Post-Announcement Period; (iii) at the Offer Price per Share for 54 days during the Review Period, representing approximately 21.10% of the total trading days during the Review Period and 0 day during the Post-Announcement Period, representing nil of the total trading days during the Post-Announcement Period.

(c) *Historical trading volume of the Shares*

Set out below is the chart showing the daily trading volumes of the Shares on the Stock Exchange during the Review Period.

**Table 3: Daily trading volume of the Shares during the Review Period**



Source: [www.hkex.com.hk](http://www.hkex.com.hk)

*Note:*

The trading of the Shares on the Stock Exchange was suspended at 9:00 a.m. on 14 April 2025 pending the release of the Joint Announcement. Trading of the Shares on the Stock Exchange was resumed at 9:00 a.m. on 24 April 2025.

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The following table sets out the historical monthly trading volumes of the Shares and the percentage of the number of Shares traded as compared to the total number of Shares in issue during the Review Period.

**Table 4: Trading volume of the Shares during the Review Period**

Month/Period	Total trading volume for month/period (number of Shares)	Number of trading days during the month	Average daily trading volume for month/period (number of Shares)	Percentage of average daily trading volume to total number of the Shares in issue as at the respective month or period (Note 1)	Percentage of average daily trading volume to total number of the Shares held by public Shareholders as at the respective month or period (Note 2)
2024					
April					
(commenced from 12 April 2024)	210,000	13	16,153	0.0013%	0.0022%
May	12,832,000	21	611,047	0.0480%	0.0826%
June	3,210,000	19	168,947	0.0133%	0.0228%
July	1,160,000	22	52,727	0.0041%	0.0071%
August	2,554,000	22	116,090	0.0091%	0.0157%
September	912,000	19	48,000	0.0038%	0.0065%
October	22,154,000	21	1,054,952	0.0830%	0.1426%
November	8,770,000	21	417,619	0.0328%	0.0565%
December	3,680,000	20	184,000	0.0145%	0.0249%
2025					
January	2,000	19	105	–	–
February	1,224,000	20	61,200	0.0048%	0.0083%
March	1,248,000	21	59,428	0.0047%	0.0080%
April	139,978,000	13	10,767,538	0.8467%	1.4556%
May (up to and including the Latest Practicable Date)	13,624,000	5	2,724,800	0.2143%	0.3683%
			<b>Maximum</b>	0.8467%	1.4556%
			<b>Minimum</b>	–	–
			<b>Average</b>	0.0915%	0.1572%

Source: [www.hkex.com.hk](http://www.hkex.com.hk)



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*Notes:*

1. Based on 1,271,732,200 Shares in issue as at the respective month or period.
2. Based on 739,732,200 Shares held by the public Shareholders as at the respective month or period.
3. The trading of the Shares on the Stock Exchange was suspended at 9:00 a.m. on 14 April 2025 pending the release of the Joint Announcement. Trading of the Shares on the Stock Exchange was resumed at 9:00 a.m. on 24 April 2025.

As illustrated above, the average daily trading volume of the Shares as a percentage of the total number of the Shares in issue during the Review Period ranged from the lowest of nil in January 2025 to the highest of approximately 0.8467% in April 2025, with an average daily trading volume throughout the whole Review Period of approximately 0.0915% of the total number of issued Shares as at the respective month or period whereas the average daily trading volume of the Shares as a percentage of the total number of Shares held by public Shareholders during the Review Period ranged from the lowest of nil in January 2025 to the highest of approximately 1.4556% in April 2025, with an average daily trading volume throughout the whole Review Period of approximately 0.1572% of the total number of Shares held by public Shareholders as at the respective month or period.

During the Review Period, nil daily trading volume of the Shares was recorded for 149 trading days, representing approximately 58.20% of the total number of trading days throughout the Review Period. We consider that the average daily trading volume of the Shares has been thin as a whole during the Review Period. We observed the trading volume of the Shares has been recorded on a daily basis during the Post-Announcement Period. As illustrated in Table 3, we noted that the relatively high average daily trading volume of the Shares has been arising since the resumption of trading of the Shares on the Stock Exchange at 9:00 a.m. on 24 April 2025. The average daily trading volume during the Post-Announcement Period of approximately 1.2052% of the total number of issued Shares and approximately 2.0720% of the total number of Shares held by public Shareholders. We have enquired with the management of the Company for the possible reasons other than the publication of the Joint Announcement and were advised that the Company was not aware of any other reasons regarding the active trading. We are of the view that the market reaction was likely to be in response to the publication of the Joint Announcement and it is uncertain whether such trading momentum could be sustained in light that the average daily trading volume of the Shares was generally thin during the Review Period.

Given the thin trading volume of the Shares, the Independent Shareholders may find it difficult to dispose of a large volume of Shares in the open market in a short period of time without exerting downward pressure on the price of the Shares. Accordingly, the market trading price of the Shares may not necessarily reflect the proceeds that the Independent Shareholders can receive through the disposal of their Shares in the open market and therefore, the Offer provides a viable alternative exit for the Independent Shareholders, particularly for those who hold a large volume of Shares, to realise their investment in the Company at the Offer Price of HK\$0.03 per Offer Share.

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Having considered that (i) the overall price performance of the Shares during the Review Period; (ii) the Offer Price represents a premium over the average of the closing prices as quoted on the Stock Exchange for last five, ten and thirty trading days up to and including the Last Trading Day; and (iii) the trading volume of the Shares was generally thin for the majority of the Review Period, we are of the view that the Offer represents an opportunity for the Independent Shareholders, particularly for those who hold a relatively large volume of the Shares, to dispose of part or all of their Shares at the Offer Price if they so wish to. The Independent Shareholders who wish to realise their investment in the Group are reminded that they should carefully and closely monitor the market price of the Shares during the Offer Period.

*(d) Comparable Analysis*

In order to further assess the fairness and reasonableness of the Offer Price, we have considered the price-to-book ratio (the “**P/B Ratio**”), the price-to-earnings ratio (the “**P/E Ratio**”) and dividend yield which are commonly adopted trading multiple analyses in assessing the financial valuation of a company as the data for calculating the ratios can be obtained fairly and directly from publicly available information and reflect the value of the companies determined by the open market. Given that the Group was loss-making for the FY2023 and FY2024 and no dividend was distributed for the FY2023 and FY2024, the P/E Ratio analysis and dividend yield analysis are not applicable.

Based on the Offer Price of HK\$0.03 per Offer Share and the total number of issued Shares of 1,271,732,200 as at the Latest Practicable Date, the Company is valued at approximately HK\$38.15 million. The P/B Ratio of the Company implied by the Offer Price is approximately 0.43 times (the “**Implied P/B Ratio**”) based on the unaudited consolidated net asset value of the Company of approximately HK\$88.44 million as at 30 September 2024.

We have attempted to identify the comparable companies (the “**Comparables**”) which are (i) listed on the Stock Exchange; (ii) defined as investment companies pursuant to Chapter 21 of the Listing Rules. In this regard, we have identified and made references to 20 comparable companies that meet the aforesaid criteria which represent all Chapter 21 companies listed on the Stock Exchange and are exhaustive based on the aforesaid criteria. Given that the Company and the Comparables are principally engaged in investment business, we believe that the net asset value could implicitly reflect the size of the financial assets being put under investment. Therefore, we consider that the P/B Ratio represents an appropriate analysis benchmark for the Group. Notwithstanding that the market capitalisation, size and composition of investment portfolio and financial performance of the Comparables are not the same as those of the Group, both the Comparables and the Group are purely investment companies bounded by Chapter 21 of the Listing Rules. We did not consider the market capitalisation of the Comparables as one of the selection criterions as the primary business of Chapter 21 companies is the same which focusing on investing in listed or unlisted securities, including warrants, money market instruments, commodities, options and futures contracts as well as other collective investment schemes. Since we could not obtain the full investment portfolio of the Comparables i.e. the focus of geographical locations and mix of investment products from their respective annual or interim reports, and the fact that the investment portfolio mix of these Comparables are changing time to time, we did not take these factors into account as a selection criterion for the Comparables. Having considered that

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the nature of the Comparables as investment companies pursuant to Chapter 21 of the Listing Rules, we are of the view that the Comparables are fair and representative samples for comparison and provide a comprehensive picture of investment companies listed on the Stock Exchange. Details of our analysis are set out in the following table:

**Table 5: P/B Ratio of the Comparables**

Name of the Comparables	Stock code	Net asset value (HK\$) (Note 1)	P/B Ratio (Note 1)
Capital Realm Financial Holdings Group Limited	204	370,122,000	0.11
Capital VC Limited	2324	307,506,138	0.20
China Castson 81 Financial Co. Limited	810	31,862,000	0.75
China Development Bank International Investment Limited	1062	994,126,032	0.18
China Financial International Investments Limited	721	167,069,000	1.77
China Financial Leasing Group Limited	2312	77,639,000	0.41
China Innovation Investment Limited	1217	542,711,000	0.24
China Investment and Finance Group Limited	1226	151,896,000	4.35
China Merchants China Direct Investments Limited (Note 3)	133	5,025,555,834	0.40
China New Economy Fund Limited	80	60,859,422	1.37
China SCI-Tech Industrial Investment Group Limited (Note 4)	339	N/A	N/A
Cocoon Holdings Limited	428	130,064,000	0.12
Ding Yi Feng Holdings Group International Limited	612	501,134,000	0.72
DT Capital Limited	356	62,176,632	2.90
Goldstone Capital Group Limited	1160	9,810,000	3.36
Harbour Digital Asset Capital Limited	913	172,017,000	0.37
Prosperity Investment Holdings Limited (Note 4)	310	N/A	N/A
Shanghai International Shanghai Growth Investment Limited (Note 3)	770	9,297,937	0.45
Walnut Capital Limited	905	127,659,000	7.16
Wealthking AI-Innovation Capital Limited	1140	10,009,496,000	0.08
	<b>Maximum</b>		<b>7.16</b>
	<b>Minimum</b>		<b>0.08</b>
	<b>Average</b>		<b>1.39</b>
	<b>Median</b>		<b>0.43</b>
<b>The Company (Note 2)</b>	<b>768</b>	<b>88,441,000</b>	<b>0.43</b>

Source: [www.hkex.com.hk](http://www.hkex.com.hk)

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*Notes:*

1. The P/B Ratio of the Comparables are calculated based on the market capitalisation of the respective Comparables divided by the net asset value of the respective Comparables as extracted from their respective latest published interim or annual reports as at the Latest Practicable Date.
2. The Implied P/B Ratio is calculated based on the theoretical market capitalisation of the Company based on the Offer Price divided by the latest published unaudited net asset value as at 30 September 2024 as extracted from the 2024 Interim Report.
3. An exchange rate of USD1 to HKD7.76294 as at 31 December 2024 is adopted for net asset value presented in USD respectively.
4. “N/A” denotes that the respective Comparables did not record any net asset value in their latest published annual or interim reports and therefore the net asset value and P/B Ratio are not applicable.

As illustrated in the table set out above, the P/B Ratio of the Comparables ranged from approximately 0.08 times to approximately 7.16 times, with an average of approximately 1.39 times and the median of approximately 0.43 times. Accordingly, the Implied P/B Ratio of approximately 0.43 times is within the range of the P/B Ratio of the Comparables. The Implied P/B Ratio is lower than the average of P/B Ratio of the Comparables but equivalent to the median of P/B Ratio of the Comparables and close to the minimum P/B Ratio of the Comparables which could be reasonably due to the fact that the trading price of the Shares have been trading substantially below the net asset value per Share over the past 12 months (as shown in Table 6 headed “Historical discounts to NAV per Share” below). Despite the Implied P/B Ratio is lower than the average of the P/B Ratio of the Comparables, it is higher than the P/B Ratio of the Company of approximately 0.40 times as calculated based on the closing prices of the Shares on the Last Trading Day (i.e. HK\$0.028 per Share). We consider the Offer Price allows the Independent Shareholders to realise their investment in the Group, in part or in whole, at a lower discount to the Group’s net asset value per Share attributable to equity owners of the Company as at 30 September 2024, whilst the recent market prices cannot reflect the underlying net asset value of the Group per Share attributable to equity owners of the Company in full.

In light of the above, we are of the view that the Offer Price is fair and reasonable from a valuation standpoint so far as the Independent Shareholders are concerned.

*(e) Comparison with historical discounts to net asset value per Share (the “NAV per Share”)*

With reference to (i) the closing price of the Shares ranging from HK\$0.017 to HK\$0.065 during the Review Period as discussed above; and (ii) the NAV per Share ranging from HK\$0.067 to HK\$0.073 during the Review Period as shown in the table below, we noted that the Shares had consistently been traded at a closing price below the NAV per Share during the Review Period. Set out below are the summary of (i) the NAV per Share with reference to the monthly update announcements containing a statement of its NAV per Share as at the end of each month; (ii) the closing price of Share on the even date; and (iii) for illustrative purpose, the discount of the then closing price of the Shares to the NAV per Share as at the corresponding end of each month.

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**Table 6: Historical discounts to NAV per Share**

End of month	NAV per Share (HK\$)	Closing price of the Shares (note 1)	Discount of the closing price of the Shares to the NAV per Share (note 2)
30 April 2024	0.067	0.017	74.63%
31 May 2024	0.070	0.033	52.86%
30 June 2024	0.070	0.026	62.86%
31 July 2024	0.069	0.030	56.52%
31 August 2024	0.071	0.026	63.38%
30 September 2024	0.070	0.035	50.00%
31 October 2024	0.069	0.038	44.93%
30 November 2024	0.067	0.035	47.76%
31 December 2024	0.070	0.030	57.14%
31 January 2025	0.069	0.030	56.52%
28 February 2025	0.070	0.025	64.29%
31 March 2025	0.073	0.028	61.64%
	<b>Maximum</b>		<b>74.63%</b>
	<b>Minimum</b>		<b>44.93%</b>
	<b>Average</b>		<b>57.71%</b>

Source: [www.hkex.com.hk](http://www.hkex.com.hk)

*Notes:*

1. The closing price of Share represents the closing price of the Shares on the corresponding month-end date, or if the month-end date is a non-trading day, the closing price of the Shares on the next trading day following the end of month.
2. The discount of the closing price of the Shares to the NAV per Share is based on (i) the then closing price of the Shares as described in point (note 1) above; and (ii) the NAV per Share as at the corresponding end of each month as extracted from the relevant published announcements regarding the NAV per Share of the Company.

We noted from the above table that the discount of the then closing price of the Shares to the NAV per Share (the “**Historical Discount**”) as at the end of each month during the Review Period ranged from approximately 44.93% to approximately 74.63%, with an average discount of approximately 57.71%. The Offer Price represents (i) a discount of approximately 53.85% to the audited consolidated NAV per Share as at 31 March 2024; and (ii) a discount of approximately 57.14% to the unaudited consolidated NAV per Share as at 30 September 2024, which are within the range of and below to the average of the Historical Discount.

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The Historical Discount during the Review Period has implied the Shares have been trading consistently undervalued by the investors in the stock market based on the net asset value of the Company. We noted that there are 12 out of 20 Comparables, representing over half of the Comparables have a P/B Ratio below 1, which implying that it is not uncommon for the shares of Chapter 21 companies to trade at discounts to their net asset values. The discount of the market price (as at the Latest Practicable Date) to the net asset values per Share of those 12 Comparables as at 31 March 2025 ranged from approximately 22.22% to approximately 91.75%, and with an average discount of approximately 64.89%. The investors may had emphasised more on the earnings and business performance of Chapter 21 companies, as well as the future prospects, investment portfolio mix, earnings, cash free flow and geographical locations when they deciding the trading price of the Shares. As such, when assessing the fairness and reasonableness of the Offer Price, it is more appropriate to compare with the fair value of the Share which (i) reflected by the on-market trading price of the Shares; and (ii) making reference to the historical price performance.

### RECOMMENDATION

Having considered the abovementioned principal factors and reasons set out in this letter, in particular:

- (a) the performance of the Group might be hindered by the escalation of China-U.S. trade war and uncertainty of the stock market due to the political and economic challenges mentioned in the above section headed “Prospects and outlook of the Group”;
- (b) the overall unsatisfying financial performance of the Group from FY2023 to FY2024 including recorded loss of approximately HK\$14.4 million and HK\$7.4 million for FY2023 and FY2024 respectively and the Group had not declared any dividend in both FY2023 and FY2024 as mentioned in the above section headed “Information on the Group”;
- (c) the Offer Price of HK\$0.03 per Offer Share is a premium to the average market price of the Shares during the Review Period and represents a premium of 11.11%, 7.14% and 7.14% over the average of the closing prices as quoted on the Stock Exchange for last five, ten and thirty trading days up to and including the Last Trading Day respectively;
- (d) the trading volume of the Shares was generally thin during the Review Period with an average daily trading volume throughout the whole Review Period of approximately 0.0915% of the total number of Shares in issue and approximately 0.1572% of the total number of Shares held by public Shareholders as at the Latest Practicable Date and thus it is uncertain as to whether there would be sufficient liquidity in the Shares for the Independent Shareholders to dispose of a significant number of the Shares in the open market without depressing the Share price; and accordingly, the market trading price of the Shares may not necessarily reflect the proceeds that the Independent Shareholders can receive by the disposal of their Shares in the open market;

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- (e) despite the Offer Price represents a discount of approximately 53.85% to the audited consolidated NAV per Share as at 31 March 2024 and a discount of approximately 57.14% to the unaudited consolidated NAV per Share as at 30 September 2024, it is noted that the Share price has been trading at discounts to the Company's net asset value per Share throughout the Review Period; and
- (f) despite that the Offer Price represents a discount of approximately 36.98% to the average daily closing price of approximately HK\$0.0476 per Share during the Post-Announcement Period, the trading volume is generally thin throughout the Review Period and there is no guarantee that the Share price will sustain at a level higher than the Offer Price during and after the Offer Period based on our view on the Group might continue to operate in a challenging environment in the coming years and remains uncertain as discussed in point (a) above; and
- (g) the Implied P/B Ratio of approximately 0.43 times is close to the minimum of the P/B Ratio of the Comparables and lower than the average of P/B Ratio of the Comparables but is equivalent to the median of the P/B Ratio of the Comparables,

we are of the opinion that the Offer is fair and reasonable so far as the Independent Shareholders are concerned. On such basis, we recommend the Independent Board Committee to advise the Independent Shareholders to accept the Offer. Nonetheless, we note that the Share price has been trading above the Offer Price since the date of the Joint Announcement and up to the Latest Practicable Date. As such, for those Independent Shareholders who intend to accept the Offer, we would remind them to closely monitor the market price and liquidity of the Shares during the Offer Period, and having regard to their own circumstances, consider selling the Shares in the open market, instead of accepting the Offer, if the net proceeds from the ultimate sale of such Shares would be higher than that receivable under the Offer.

For those Independent Shareholders who intend to dispose of large blocks of Shares in the open market, we would also remind them of the possible difficulty in disposing of their Shares in the open market without creating downward pressure on the market prices of the Shares as a result of the thin trading in the Shares.

For those Independent Shareholders who consider to retain their Shares, in full or in part, we would remind them that there is no guarantee that the prevailing Share price will sustain at a level higher than the Offer Price during and after the Offer Period.

As each individual Independent Shareholder would have different investment objectives and/or circumstances, we would recommend the Independent Shareholders who may require advice in relation to any aspect of the Composite Document, or as to the action to be taken, to consult a licensed securities dealer, bank manager, solicitor, professional accountant, tax adviser or other professional adviser. Furthermore, Independent Shareholders read carefully the procedures for accepting the Offer as set out in the Composite Document, its appendices and the accompany Forms of Acceptance.

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The Shareholders should be aware that the Offer is subject to the satisfaction of the condition as set out in the section headed “Conditions to the Offer” in the Letter from the Offer Agent and read carefully Appendix I to the Offer Document – “Further terms of the Offer and procedures for acceptance”. Accordingly, the Offer may or may not become unconditional.

Yours faithfully,  
for and on behalf of  
**Vinco Financial Limited**  
**Alister Chung**  
*Managing Director*

*Mr. Alister Chung is a licensed person registered with the Securities and Future Commission of Hong Kong and a responsible officer of Vinco Financial Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and has participated in the provision of independent financial advisory services for various transactions involving companies listed in Hong Kong for over 10 years.*



**1. GENERAL PROCEDURES FOR ACCEPTANCE OF THE OFFER**

- (a) To accept the Offer, you should complete and sign the accompanying Form of Acceptance in accordance with the instructions printed thereon, which form part of the terms of the Offer.
- (b) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in your name, and you wish to accept the Offer in respect of your Shares (whether in full or in part), you must send the Form of Acceptance duly completed and signed together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for the number of Shares in respect of which you intend to accept the Offer, by post or by hand, to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, marked “UBA Investments Limited – Share Offer” on the envelope as soon as possible and in any event by no later than 4:00 p.m. on the Closing Date or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code.
- (c) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in the name of a nominee company or a name other than your own, and you wish to accept the Offer in respect of your Shares (whether in full or in part), you must either:
  - (i) lodge your share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares with the nominee company, or other nominee, and with instructions authorising it to accept the Offer on your behalf and requesting it to deliver the Form of Acceptance duly completed and signed together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares to the Registrar; or
  - (ii) arrange for the Shares to be registered in your name by the Company through the Registrar, and deliver the Form of Acceptance duly completed and signed together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares to the Registrar; or

- (iii) if your Shares have been lodged with your licensed securities dealer/registered institution in securities/custodian bank through CCASS, instruct your licensed securities dealer/registered institution in securities/custodian bank to authorise HKSCC Nominees Limited to accept the Offer on your behalf on or before the deadline set by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, you should check with your licensed securities dealer/registered institution in securities/custodian bank for the timing on the processing of your instruction, and submit your instruction to your licensed securities dealer/registered institution in securities/custodian bank as required by them; or
  - (iv) if your Shares have been lodged with your investor participant's account maintained with CCASS, give your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees Limited.
- (d) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are not readily available and/or is/are lost, as the case may be, and you wish to accept the Offer in respect of your Shares, the Form of Acceptance should nevertheless be completed and delivered to the Registrar together with a letter stating that you have lost one or more of your share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares or that it is/they are not readily available. If you subsequently find such document(s) or if it/they become(s) available, the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares should be forwarded to the Registrar as soon as possible thereafter. If you have lost the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares, you should also write to the Registrar for a letter of indemnity which, when completed in accordance with the instructions given should be provided to the Registrar.
- (e) If you have lodged transfer(s) of any of your Shares for registration in your name and have not yet received your share certificate(s), and you wish to accept the Offer in respect of your Shares, you should nevertheless complete and sign the Form of Acceptance and deliver it to the Registrar together with the transfer receipt(s) duly signed by yourself and other document(s) of title (as the case may be). Such action will constitute an irrevocable authority to the Offeror and/or Upbest and/or their respective agent(s) to collect from the Company or the Registrar on your behalf the relevant share certificate(s) when issued and to deliver such share certificate(s) to the Registrar on your behalf and to authorise and instruct the Registrar to hold such share certificate(s), subject to the terms and conditions of the Offer, as if it/they were delivered to the Registrar with the Form of Acceptance.

- (f) Acceptance of the Offer will be treated as valid only if the completed and signed Form of Acceptance is received by the Registrar by not later than 4:00 p.m. on the Closing Date (or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code) and the Registrar has recorded that the acceptance and any relevant documents required by Note 1 to Rule 30.2 of the Takeovers Code have been so received, and is:
- (i) accompanied by the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of your Shares for which you intend to accept the Offer and, if that/those share certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) is/are not in your name, such other documents (e.g., a duly stamped transfer of the relevant Share(s) in blank or in favour of the acceptor executed by the registered holder) in order to establish your right to become the registered holder of the relevant Shares; or
  - (ii) from a registered Independent Shareholder or his/her personal representative (but only up to the amount of the registered holding and only to the extent that the acceptance relates to the Shares which are not taken into account under another sub-paragraph of this paragraph (f)); or
  - (iii) certified by the Registrar or the Stock Exchange.
- (g) If the Form of Acceptance is executed by a person other than the registered Independent Shareholders, appropriate documentary evidence of authority (e.g. grant of probate or certified copy of power of attorney) to the satisfaction of the Registrar must be produced.
- (h) Seller's ad valorem stamp duty (rounded up to the nearest HK\$1) payable by the Offer Shareholders who accept the Offer and calculated at a rate of 0.1% of the market value of the Offer Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is the higher, will be deducted from the amount payable by the Offeror to the relevant Independent Shareholders on the acceptance of the Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the Independent Shareholders who accept the Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).
- (i) No acknowledgement of receipt of any Form of Acceptance, share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares tendered for acceptance will be given.

- (j) If the Offer does not become, or is not declared, unconditional as to acceptances on the Closing Date, the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) received by the Registrar, lodged with Form of Acceptance will be returned to the relevant Independent Shareholders who have accepted the Offer by ordinary post as soon as possible but in any event within ten (10) days after the Offer has lapsed.

## **2. SETTLEMENT OF THE OFFER**

- (a) Pursuant to Rule 20.1 of the Takeovers Code, provided that a valid Form of Acceptance and the relevant certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the relevant Shares are complete and in good order in all respects and have been received by the Registrar before the close of the Offer, a cheque for the amount (rounding up to the nearest cent) due to each of the Independent Shareholders who accepts the Offer less seller's ad valorem stamp duty in respect of the Shares tendered by him/her/it under the Offer will be despatched to such Independent Shareholder by ordinary post at his/her/its own risk as soon as possible but in any event not later than seven (7) business days after the later of (aa) the date of receipt by the Registrar of the duly completed acceptances of the Offer and all relevant document(s) of title which render such acceptance complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code; and (bb) the date on which the Offer becomes or is declared unconditional.
- (b) Settlement of the consideration to which any accepting Independent Shareholder is entitled under the Offer will be implemented in full in accordance with the terms of the Offer (save with respect to the payment of seller's ad valorem stamp duty), without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such accepting Independent Shareholder.
- (c) Cheque(s) not presented for payment within six months from the date of issue of the relevant cheques will not be honoured and be of no further effect, and in such circumstances cheque holders should contact the Offeror for payment.

## **3. ACCEPTANCE PERIOD AND REVISIONS**

- (a) In order to be valid for the Offer, the Form of Acceptance must be received by the Registrar in accordance with the instructions printed thereon by 4:00 p.m. on the Closing Date, unless the Offer is extended or revised with the consent of the Executive.
- (b) The Offeror and the Company will jointly publish an announcement on the Stock Exchange's website no later than 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer has been extended, revised or has expired.

- (c) If the Offer is extended or revised, the Offeror and the Company will jointly publish an announcement on the Stock Exchange's website, and the announcement of such extension or revision will state the next closing date or that the Offer will remain open until further notice. In the latter case, at least fourteen (14) days' notice in writing will be given before the Offer is closed to the Independent Shareholders who have not accepted the Offer.
- (d) If, in the course of the Offer, the Offeror revises the terms of the Offer, all Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms. The revised Offer will be kept open for at least fourteen (14) days after the date of the revised Offer document.
- (e) If the Closing Date is extended, any reference in this Composite Document and in the Form of Acceptance to the Closing Date shall, except where the context otherwise requires, be deemed to refer to the closing date of the Offer as so extended.

#### **4. NOMINEE REGISTRATION**

To ensure equality of treatment of all Shareholders, those Shareholders who hold Shares as nominee on behalf of more than one beneficial owner should, as far as practicable, treat the holding of such beneficial owner separately. It is essential for the beneficial owners of the Shares whose investments are registered in the names of nominees to provide instructions to their nominees of their intentions with regard to the Offer.

#### **5. ANNOUNCEMENTS**

- (a) Unless the Offer has previously been extended with the consent of the Executive, to be valid, the Form of Acceptance must be received by the Registrar in accordance with the instructions printed thereon by 4:00 p.m. on the Closing Date.
- (b) If the Offer is extended, the Offeror and the Company will issue an announcement in relation to any extension of the Offer, which announcement will state either the next closing date or, a statement that the Offer will remain open until further notice. In the latter case, at least fourteen (14) days' notice in writing must be given before the Offer are closed to those Independent Shareholders who have not accepted the relevant Offer.
- (c) If the Closing Date is extended, any reference in this Composite Document and in the Form of Acceptance to the Closing Date shall, except where the context otherwise requires, be deemed to refer to the subsequent closing date.
- (d) As required under Rule 19 of the Takeovers Code, by 6:00 p.m. on the Closing Date (or such later time and/or date as the Executive may in exceptional circumstances permit), the Offeror must inform the Executive and the Stock Exchange of its decision in relation to the extension or expiry of the Offer. The Offeror must publish an announcement in accordance with the requirements of the Listing Rules by 7:00 p.m. on the Closing Date stating whether the Offer have been extended, have expired or have become or been declared unconditional (and, in such case, whether as to acceptances or in all respects).

Such announcement must state the following:

- (i) the total number of Shares for which acceptances of the Offer have been received;
- (ii) the total number of Shares held, controlled or directed by the Offeror and/or the Offeror Concert Parties before the Offer Period;
- (iii) the total number of Shares acquired or agreed to be acquired during the Offer Period by the Offeror and/or parties acting in concert with it; and
- (iv) details of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company in which the Offeror or any parties acting in concert with it has borrowed or lent, saved for any borrowed Shares which have been either on-lent or sold.

The announcement will specify the percentages of the issued share capital of the Company and the percentages of voting rights of the Company represented by the number of securities as referred to in (i) to (iv) above.

- (a) In computing the total number of Shares for which acceptances of the Offer have been received, only valid acceptances that are complete and in good order which have been received by the Registrar no later than 4:00 p.m. on the Closing Date, and/or date as the Offeror may determine and announce in accordance with the Takeovers Code, being the latest time and date for acceptance of the Offer, shall be included.
- (b) As required under the Takeovers Code, all announcements in relation to the Offer which the Executive and the Stock Exchange have confirmed that they have no further comments thereon must be made in accordance with the requirements of the Takeovers Code and the Listing Rules respectively.

## **6. RIGHTS OF WITHDRAWAL**

- (a) Acceptance of the Offer tendered by the Independent Shareholders shall be irrevocable and cannot be withdrawn, except in the circumstances set out in (b) below or in compliance with Rule 17 of the Takeovers Code, which provides that an acceptor of the Offer shall be entitled to withdraw his/her/its acceptance after 21 days from the first Closing Date (with the first Closing Date being Wednesday, 4 June 2025) and if the Offer has not by then become unconditional as to acceptances. An acceptor of the Offer may withdraw his/ her/ its acceptance by lodging a notice in writing signed by the acceptor (or his/her/ its agent duly appointed in writing and evidence of whose appointment is produced together with the notice) to the Registrar.
- (b) If the Offeror are unable to comply with the requirements set out in the paragraph headed “5. Announcements” above, the Executive may require that the acceptors of the Offer be granted rights of withdrawal on terms that are acceptable to the Executive until the requirements set out in that paragraph are met.

In such case, when the Independent Shareholder(s) withdraw(s) the acceptances, the Offeror shall, as soon as possible but in any event within 10 days thereof, return by ordinary post the Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title lodged with the Form of Acceptance to the relevant Independent Shareholders at their own risks.

## **7. OVERSEAS SHAREHOLDERS**

The Offer will be made available to all the Independent Shareholders, including the Overseas Shareholders. The availability of the Offer to any Overseas Shareholders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. Overseas Shareholders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers. It is the responsibilities of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (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 due by such Overseas Shareholders in respect of such jurisdictions).

## **8. STAMP DUTY AND OTHER FEES**

The seller's Hong Kong ad valorem stamp duty on acceptances of the Offer (or part thereof) at a rate of 0.1% of the consideration payable in respect of the relevant acceptances by the Shareholders, or if higher, the market value of the Offer Shares subject to such acceptance, will be deducted from the amount payable to those relevant Shareholders who accept the Offer.

The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Shareholders who accept the Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptances of the Offer and the transfers of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

## **9. TAX IMPLICATIONS**

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, the Offeror Concert Parties, the Company, the Joint Financial Advisers and their respective ultimate beneficial owners, directors, officers, advisers, agents and associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

**10. GENERAL**

- (a) All communications, notices, Form of Acceptance, Share certificate(s), transfer receipt(s), other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and remittances to settle the consideration payable under the Offer to be delivered by or sent to or from the Independent Shareholders will be delivered by or sent to or from them, or their designated agents, by ordinary post at their own risk, and none of the Offeror, the Offeror Concert Parties, the Company and any of their respective directors nor the Registrar or other parties involved in the Offer or any of their respective agents accepts any liability for any loss in postage or any other liabilities that may arise as a result thereof.
- (b) The provisions set out in the Form of Acceptance form part of the terms and conditions of the Offer.
- (c) The accidental omission to despatch this Composite Document and/or Form of Acceptance or any of them to any person to whom the Offer are made will not invalidate the Offer in any way.
- (d) The Offer is, and all acceptances will be, governed by and construed in accordance with the laws of Hong Kong.
- (e) Due execution of the Forms of Acceptance will constitute an authority to the Offeror, the Joint Financial Advisers, Vinco Financial or such person or persons as the Offeror may direct to complete, amend and execute any document on behalf of the person or persons accepting the Offer and to do any other act that may be necessary or expedient for the purposes of vesting in the Offeror, or such person or persons as it may direct, the Shares in respect of which such person or persons has/have accepted the Offer.
- (f) By accepting the Offer, the Independent Shareholders will sell their Shares to the Offeror free from all Encumbrances and together with all rights attaching or accruing thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer are made, being the date of this Composite Document. The making of the Offer to a person with a registered address in a jurisdiction outside Hong Kong may be affected by the applicable laws of the relevant jurisdiction. Overseas Shareholders with registered addresses in jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal requirements in their own jurisdictions.
- (g) Acceptance of the Offer by any nominee will be deemed to constitute a warranty by such nominee to the Offeror that the number of Shares in respect of which it is indicated in the Form of Acceptance is the aggregate number of Shares held by such nominee for such beneficial owner who is accepting the Offer.



- (h) Reference to the Offer in this Composite Document and in the Form of Acceptance shall include any extension or revision thereof.
- (i) All acceptances, instructions, authorities and undertakings given by the Independent Shareholders in the Form of Acceptance shall be irrevocable except as permitted under the Takeovers Code.
- (j) In making their decision, the Independent Shareholders, in addition to considering the information contained in the “Letter from the Offer Agent”, “Letter from the Board”, “Letter from the Independent Board Committee” and “Letter from Vinco Financial” as set out in this Composite Document, must rely on their own examination of the Offeror, the Group and the terms of the Offer, including the merits and risks involved. The contents of this Composite Document, including any general advice or recommendation contained herein together with the Form of Acceptance, shall not be construed as any legal or business advice on the part of the Offeror, their respective ultimate beneficial owners, the Company, the Joint Financial Advisers and Vinco Financial. The Independent Shareholders should consult their own professional advisers for professional advice.
- (k) The English text of this Composite Document and the Form of Acceptance shall prevail over their respective Chinese text for the purpose of interpretation.

## 1. FINANCIAL SUMMARY OF THE GROUP

The following is a summary of the financial information of the Group for each of the three years ended 31 March 2022, 2023 and 2024 and the six months ended 30 September 2024 as extracted from the Company's annual reports and interim report:

	For the six months ended 30 September 2024 HK\$'000 (unaudited)	For the year ended 31 March 2024 HK\$'000 (audited)	2023 HK\$'000 (audited)	2022 HK\$'000 (audited)
Gross proceeds from disposal of trading securities	4,118	5,010	4,584	4,449
Gain/(loss) from changes in fair value of financial assets at fair value through profit or loss, net	3,548	(7,690)	(13,383)	185
Loss from changes in fair value of other investment	—	—	—	(30)
Other income	123	180	31	283
Administrative and other operating expenses	(2,063)	(4,909)	(5,665)	(5,016)
Profit/(loss) before taxation	5,726	(7,409)	(14,433)	(129)
Income tax expenses	—	—	—	—
Profit/(loss) for the period/year	<u>5,726</u>	<u>(7,409)</u>	<u>(14,433)</u>	<u>(129)</u>
Profit/(loss) per share				
Basic (HK cents)	<u>0.45</u>	<u>(0.58)</u>	<u>(1.13)</u>	<u>(0.01)</u>
Diluted	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

Save as disclosed above, there was no item of any income or expense which was material in respect of the consolidated financial information of the Group for the years ended 31 March 2022, 2023 and 2024 and the six months ended 30 September 2024.

There was no dividend declared during each of the years ended 31 March 2022, 2023 and 2024 and the six months ended 30 September 2024.

Asian Alliance (HK) CPA Limited, the auditors of the Company, did not issue any qualified audit opinion in respect of the financial statements of the Group for each of the three years ended 31 March 2022, 2023 and 2024.

## **2. CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP**

The Company is required to set out or refer to in this Composite Document the consolidated statement of financial position, consolidated statement of cash flows and any other primary statement as shown in the audited consolidated financial statements of the Group for each of the years ended 31 March 2022, 2023 and 2024 (the “**Financial Statements**”) and the unaudited consolidated financial statements of the Group for the six months ended 30 September 2024, together with the significant accounting policies together with the notes to the relevant published consolidated financial statements which are of major relevance to the appreciation of the above consolidated financial information.

The Financial Statements are set out in the following documents which have been published on the websites of the Company ([www.uba.com.hk](http://www.uba.com.hk)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)), and can be accessed by the links below:

- Annual report of the Company for the year ended 31 March 2022 (pages 70 to 137):  
<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0721/2022072100850.pdf>
- Annual report of the Company for the year ended 31 March 2023 (pages 68 to 133):  
<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0725/2023072500862.pdf>
- Annual report of the Company for the year ended 31 March 2024 (pages 73 to 141):  
<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0723/2024072300527.pdf>
- Interim report of the Company for the six months ended 30 September 2024 (pages 3 to 26):  
<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/1218/2024121800536.pdf>

The Financial Statements (but not any other part of the aforementioned documents in which they respectively appear) are incorporated by reference into this Composite Document and form part of this Composite Document.

**3. INDEBTEDNESS STATEMENT**

Apart from the intra-group liabilities and normal accounts payable, the Directors confirm that, the Group did not, as at the close of business on 31 March 2025, being the latest practicable date for the purpose of the statement of indebtedness prior to the printing of this Composite Document, have any loan capital issued and outstanding or agreed to be issued, loans or other similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits, term loans, other borrowings, bank overdraft, debentures, mortgages, charges, finance lease or hire purchase commitments, guarantees or other material contingent liabilities.

The Directors confirm that there had been no material changes in indebtedness or contingent liabilities of the Group since 31 March 2025 and up to and including the Latest Practicable Date.

**4. MATERIAL CHANGE**

The Directors confirm that there had been no material change in the financial or trading position or outlook of the Group since 31 March 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up, up to and including the Latest Practicable Date:

## 1. RESPONSIBILITY STATEMENT

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this Composite Document (other than those relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statement in this Composite Document misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Interests of the directors and chief executives of the Company in the securities of the Company and the securities of the associated corporations of the Company

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company and their associates in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code or which were required to be disclosed under the Takeovers Code were as follows:

Name of Director	Nature of interest	Number of Shares or underlying Shares held (Note 1)	Approximate % of shareholding (Note 2)
Cheng Wai Lun, Andrew (Note 3)	Beneficiary of a trust	340,000,000	26.74

Notes:

- (1) All interest stated are long positions.
- (2) Based on 1,271,732,200 Shares issued as at the Latest Practicable Date.
- (3) Mr. Cheng Wai Lun, Andrew is one of the discretionary objects of a trust which assets include interests in the entire issued share capital of Fung Fai. Fung Fai holds 340,000,000 shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company nor their associates had any interest or short positions in the shares, underlying shares or debentures of the Company, its specified undertakings or any of its other associated corporations (within the meaning of Part XV of the SFO) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to Section 352 of the SFO and the Hong Kong Companies Ordinance (Cap.622), to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange or which were required to be disclosed under the Takeovers Code.

**(b) Interests of substantial shareholders in the securities of the Company**

As at the Latest Practicable Date, as far as known to the Directors, the following persons or entities (not being a Director or a chief executive of the Company) who had interests or short positions in the Shares and 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 which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name	Nature of interest	Number of Shares or underlying Shares (Note 1)	Approximate percentage of existing issued share capital of the Company (Note 2)
Fung Fai	Beneficial Owner	340,000,000 (Note 3 & 4)	26.74%
Cheng Wai Lun, Andrew	Beneficiary of a trust	340,000,000 (Note 3)	26.74%
Brilliant Future	Interest of controlled corporation	340,000,000 (Note 4)	26.74%
Oceania Development	Interest of controlled corporation	340,000,000 (Note 4)	26.74%
Tradewell Development	Interest of controlled corporation	340,000,000 (Note 4)	26.74%
The Offeror	Beneficial owner	192,000,000 (Note 5)	15.10%

Name	Nature of interest	Number of Shares or underlying Shares (Note 1)	Approximate percentage of existing issued share capital of the Company (Note 2)
Cheng Kai Ming Charles	Interest of controlled corporation	192,000,000 (Note 5)	15.10%
Chim Mei Hing	Interest of spouse	192,000,000 (Note 6)	15.10%

*Notes:*

- (1) All interest stated are long positions.
- (2) Based on 1,271,732,200 Shares issued as at the Latest Practicable Date.
- (3) Mr. Cheng Wai Lun, Andrew is one of the discretionary objects of a trust which assets include interests in the entire issued share capital of Fung Fai. Fung Fai holds 340,000,000 shares of the Company.
- (4) Fung Fai is owned as to (i) 50% by Brilliant Future; and (ii) 50% by Oceania Development. Both Brilliant Future and Oceania Development are wholly owned by Tradewell Development. As such, each of Brilliant Future, Oceania Development and Tradewell Development is deemed or taken to be interested in the 340,000,000 Shares held by Fung Fai by virtue of the SFO.
- (5) The Offeror is wholly owned by Mr. Cheng Kai Ming Charles. As such, Mr. Cheng Kai Ming Charles is deemed to be interested in the 192,000,000 Shares held by the Offeror by virtue of the SFO.
- (6) Ms. Chim Mei Hing is the spouse of Mr. Cheng Kai Ming, Charles. Pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, Ms. Chim Mei Hing is deemed to have an interest in all Shares in which Mr. Cheng Kai Ming, Charles has, or deemed to have, an interest.

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

**3. SHAREHOLDINGS AND DEALINGS**

As at the Latest Practicable Date and save as disclosed in this Composite Document:

- (i) the Company did not own, control or had direction over any shares in the Offeror or any convertible securities, warrants, options or derivatives in respect of shares of the Offeror and no Director was interested in any relevant securities in the Offeror, and the Company and Directors had not dealt for value in any relevant securities in the Offeror during the Relevant Period;
- (ii) save as disclosed in the paragraph headed “2. Disclosure of Interests – (a) Interests of the directors and chief executives of the Company in the securities of the Company and the securities of the associated corporations of the Company” in this Appendix III, no Director was interested in any relevant securities in the Company;
- (iii) none of the Directors had dealt for value in any relevant securities in the Company during the Relevant Period;
- (iv) no (i) subsidiary of the Company; (ii) pension fund of the Company or any of its subsidiaries; or (iii) person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of acting in concert in the Takeovers Code or who is an associate of the Company by virtue of class (2) of the definition of associate in the Takeovers Code (but excluding exempt principal traders and exempt fund managers), held, owned, controlled or dealt with any relevant securities in the Company;
- (v) no person had any 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 or who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of associate under the Takeovers Code and no such person had owned, controlled or dealt for value in any Shares or any other convertible securities, warrants, options or derivatives in respect of the Shares;
- (vi) no relevant securities in the Company were managed on a discretionary basis by fund managers (other than exempt fund managers) connected with the Company;
- (vii) none of the Directors held any beneficial shareholdings in the Company which would otherwise entitle them to accept or reject the Share Offer;
- (viii) no relevant securities in the Company were borrowed or lent by any of the Directors or by the Company or by the Offeror or the Offeror Concert Parties; and
- (ix) there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between any Shareholder on one hand, and the Company, its subsidiaries or associated companies on the other hand.



**4. SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each and the issued share capital of the Company was HK\$12,717,322 divided into 1,271,732,200 Shares of HK\$0.01 each. All the existing issued Shares are fully paid and rank pari passu in all respects including all rights as to capital, dividends and voting.

The Company had not issued any other new Shares since 31 March 2024, being the date on which the latest audited financial statements of the Group were made up, and up to the Latest Practicable Date.

The Shares are listed and traded on the Stock Exchange. No part of the Shares is listed or dealt in, nor in any listing or permission to deal in the Shares being or proposed to be sought, on any other stock exchange.

As at the Latest Practicable Date, there were no outstanding options, warrants, derivatives or other securities which are convertible or exchangeable into Shares.

**5. MATERIAL LITIGATION**

As at the Latest Practicable Date, neither the Company nor any other members 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 members of the Group.

**6. MATERIAL CONTRACTS**

There were no other material contracts entered into after the date two years before commencement of the Offer Period, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by the Group.

**7. ARRANGEMENT AFFECTING DIRECTORS**

As at the Latest Practicable Date,

- (i) none of the Directors had been given any benefit as compensation for loss of office or otherwise in connection with the Offer;
- (ii) there was no agreement or arrangement between any Directors and any other persons which is conditional on or dependent upon the outcome of the Offer or otherwise connected with the Offer; and
- (iii) save for the Sale and Purchase Agreement, there were no material contracts entered into by the Offeror in which any Director had a material personal interest.

**8. DIRECTORS' SERVICE AGREEMENTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with the Company or any of its subsidiaries or associated companies which:

- (i) (including both continuous and fixed term contracts) have been entered into or amended within six months before the commencement of the Offer Period;
- (ii) are continuous contracts with a notice period of 12 months or more; and
- (iii) are fixed term contracts with more than 12 months to run irrespective of the notice period.

**9. EXPERTS' QUALIFICATIONS AND CONSENTS**

In addition to those listed under the paragraph headed "7. Experts' Qualifications and Consents" in Appendix IV to this Composite Document, set out below are the qualifications of the experts who have given opinions or advices contained in this Composite Document:

<b>Name</b>	<b>Qualifications</b>
Vinco Financial Limited	a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activity under the SFO

As at the Latest Practicable Date, each of the above experts had given and had not withdrawn its written consent to the issue of this Composite Document with the inclusion of its letter and references to its name in the form and context in which they respectively appear.

**10. MISCELLANEOUS**

- (i) The address of the registered office of the Company is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.
- (ii) The address of the principal place of business of the Company in Flat B, 16th Floor, Wah Kit Commercial Centre, 300 Des Voeux Road Central, Hong Kong.
- (iii) The Hong Kong branch share registrar of the Company is Tricor Investor Services Limited, whose address is at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (iv) The main business address of Vinco Financial is Unit 2602, 26/F, The Center, 99 Queen's Road Central, Hong Kong.
- (v) In case of inconsistency, the English text of this Composite Document and the Form of Acceptance shall prevail over the Chinese text.

**11. DOCUMENTS AVAILABLE ON DISPLAY**

In addition to the documents relating to the Offeror as set out in the paragraph headed “9. Documents Available on Display” in Appendix IV to this Composite Document, copies of the following documents will be available on display on the SFC’s website at <http://www.sfc.hk> and on the Company’s website at <http://www.uba.com.hk>, from the date of this Composite Document up and including the Closing Date:

- (i) the memorandum of association and articles of association of the Company;
- (ii) the annual reports of the Company for each of the years ended 31 March 2022, 2023 and 2024;
- (iii) the interim reports for the Company for each of the six months ended 30 September 2023 and 2024;
- (iv) the letter from the Board as set out on pages 18 to 22 of this Composite Document;
- (v) the letter from the Independent Board Committee as set out on pages 23 to 24 of this Composite Document;
- (vi) the letter from Vinco Financial as set out on pages 25 to 46 of this Composite Document; and
- (vii) the written consents referred to in the section headed “9. Experts’ qualifications and consents” in this appendix.

**1. RESPONSIBILITY STATEMENT**

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this Composite Document (other than the information relating to the Group and the Vendor), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this Composite Document have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statement in this Composite Document misleading.

**2. MARKET PRICES**

The table below shows the closing prices of the Shares quoted on the Stock Exchange on (i) the last day on which trading took place in each of the calendar months during the Relevant Period; (ii) the Last Trading Day; and (iii) the Latest Practicable Date.

<b>Date</b>	<b>Closing price per Share HK\$</b>
<b>2024</b>	
31 October	0.038
29 November	0.034
31 December	0.03
<b>2025</b>	
28 January	0.03
28 February	0.025
31 March	0.028
Last Trading Day, being 11 April	0.028
30 April	0.043
Latest Practicable Date, being 9 May	0.044

*Note:* Trading of Shares was halted with effect from 9:00 a.m. on 11 April 2025 until the resumption of trading of Shares with effect from 9:00 a.m. on 24 April 2025.

During the Relevant Period, the highest closing price of the Shares quoted on the Stock Exchange was HK\$0.065 per Share on 24 April 2025 and the lowest closing price of the Shares quoted on the Stock Exchange was HK\$0.024 per Share on 4 March 2025.

**3. DISCLOSURE OF INTERESTS IN SHARES**

The Offeror is wholly owned by Mr. Cheng Kai Ming Charles.

The Offeror owns 192,000,000 Shares upon Completion, while Fung Fai already owns 340,000,000 Shares as of the Latest Practicable Date. As such, as at the Latest Practicable Date, the Offeror and the Offeror Concert Parties are interested in an aggregate of 532,000,000 Shares, representing approximately 41.84% of the entire issued share capital of the Company.

Save as disclosed above and as at the Latest Practicable Date, none of the Offeror, its directors and the Offeror Concert Parties own, control or has direction over any other interest in any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

**4. DEALINGS IN SECURITIES OF THE COMPANY**

As at the Latest Practicable Date:

- (a) save for the entering into of the Sale and Purchase Agreement, none of the Offeror, its ultimate beneficial owners, its directors and the Offeror Concert Parties had dealt for value in the Shares, outstanding options, derivatives, warrants or other securities convertible into Shares during the Relevant Period;
- (b) save for the Sale and Purchase Agreement and the Share Charge, no arrangement of the kind referred to in the third paragraph of Note 8 to Rule 22 of the Takeovers Code existed between any of the Offeror or the Offeror Concert Parties or associates of the Offeror and any other person;
- (c) no person owning or controlling any shareholding in the Company with whom the Offeror or the Offeror Concert Parties had any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code, and no such person had dealt in any Shares, convertible securities, warrants, options or derivatives of the Company during the Relevant Period; and
- (d) none of the Offeror, their respective ultimate beneficial owners, and/or any party acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

**5. OTHER ARRANGEMENTS IN RELATION TO THE OFFER**

As at the Latest Practicable Date:

- (a) none of the Offeror, their respective ultimate beneficial owners, and/or parties acting in concert with any of them has received any irrevocable commitment to accept or reject the Offer;
- (b) the Offeror had no intention, nor had it entered into any agreement, arrangement or understanding to transfer, charge or pledge the Shares acquired pursuant with the Offer to any other persons;
- (c) save for the Consideration paid by the Offeror to the Vendor under the Sale and Purchase Agreement, there is no other consideration, compensation or benefits in whatever form paid or to be paid by the Offeror and the Offeror Concert Parties to the Vendor in connection with the Acquisition;
- (d) save for the Sale and Purchase Agreement, there are no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror or the Offeror Concert Parties on the one hand, and the Vendor or any parties acting in concert with it on the other hand;
- (e) save for the Sale and Purchase Agreement, there are no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between any Shareholder on the one hand, and the Offeror and any party acting in concert with it on the other hand;
- (f) there was no agreement, arrangement or understanding (including any compensation arrangement) between any of the Offeror and the Offeror Concert Parties, and any Director, recent Director, Shareholder or recent Shareholder which had any connection with or dependent on the Offer;
- (g) there is no agreement or arrangement to which the Offeror, their ultimate beneficial owners and/or the Offeror Concert Parties is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer; and
- (h) no benefit (other than statutory compensation) was or will be given to any Directors as compensation for loss of office or otherwise in connection with the Offer.

**6. COMPULSORY ACQUISITION**

The Offeror has no intention to avail itself of any powers of compulsory acquisition.

**7. EXPERTS' QUALIFICATIONS AND CONSENTS**

In addition to those listed under the paragraph headed "9. Experts' Qualifications and Consents" in Appendix III to this Composite Document, the following are the qualifications of the experts whose advice, letters or opinions are contained in this Composite Document:

<b>Name</b>	<b>Qualification</b>
Upbest	a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
Diligent Capital	a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO
Pelican Financial	a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO

Each of Upbest, Diligent Capital, Pelican Financial and Vinco Financial has given and has not withdrawn its written consent to the issue of this Composite Document with the inclusion of its advice, report and/or the references to its name in the form and context in which it appears.

**8. GENERAL**

- (a) The registered office of the Offeror is situated at Portcullis Chambers, 4th Floor Ellen Skelton Building, 3076 Sir Francis Drake Highway, Road Town, Tortola, British Virgin Islands VG1110. The Offeror is wholly owned by Mr. Cheng Kai Ming Charles. The sole director of the Offeror is Mr. Cheng Kai Ming Charles.
- (b) The main business address of Upbest is 2/F, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong.
- (c) The main business address of Diligent Capital is Room 2203, 22/F, New World Tower I, 16-18 Queen's Road Central, Hong Kong.
- (d) The main business address of Pelican Financial is 28/F, 2861 & 2891, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong.
- (e) The English text of this Composite Document shall prevail over its Chinese text in the case of inconsistency.

**9. DOCUMENTS AVAILABLE ON DISPLAY**

In addition to the documents set forth in the paragraph headed “11. Documents Available on Display” of Appendix III to this Composite Document, copies of the following documents are available for inspection on the websites of the SFC (<http://www.sfc.hk>) and the Company (<http://www.uba.com.hk>) from the date of this Composite Document up to and including the Closing Date:

- (a) the memorandum and articles of association of the Offeror;
- (b) the letter from the Offer Agent as set out on pages 10 to 17 of this Composite Document;
- (c) the written consents from the experts as referred to under the section headed “7. Experts’ qualifications and consents” in this Appendix IV; and
- (d) the Sale and Purchase Agreement.