

8 September 2025

*To the Independent Shareholders:*

Dear Sir/Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY  
SILVERBRICKS SECURITIES COMPANY LIMITED FOR AND  
ON BEHALF OF THAC GROUP (BVI) LIMITED TO  
ACQUIRE ALL THE ISSUED SHARES OF  
CLASSIFIED GROUP (HOLDINGS) LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR  
AGREED TO BE ACQUIRED BY THE OFFEROR AND/OR  
PARTIES ACTING IN CONCERT WITH IT)**

**INTRODUCTION**

Reference is made to the Joint Announcement issued by the Offeror and the Company in relation to, among others, the Sale and Purchase Agreement and the Offer. Terms used in this letter shall have the same meanings as those defined in this Composite Document unless the context otherwise requires.

On 30 June 2025, the Vendors and the Offeror entered into the Sale and Purchase Agreement, pursuant to which the Vendors agreed to sell and the Offeror agreed to purchase 36,615,125 Shares (representing approximately 65.7% of the total issued share capital of the Company as at the date of the Sale and Purchase Agreement), for the Consideration of HK\$48,228,336 (being HK\$1.3172 per Sale Share), which was agreed between the Offeror and the Vendors after arm's length negotiations, taking into account of the financial performance of the Group and the business prospects of the Group.

Immediately following the Completion and as at the Latest Practicable Date, the Offeror and parties acting in concert with it were interested in an aggregate of 36,615,125 Shares, representing approximately 65.7% of the total issued share capital of the Company. Accordingly, Silverbricks Securities is making the Offer for and on behalf of the Offeror in compliance with the Takeovers Code.

The purpose of this Composite Document (of which this letter forms part) is to provide you with, among other things, (i) further information relating to the Group, the Offeror and parties acting in concert with it and the Offer; (ii) the Letter from Silverbricks Securities containing, among others, the details of the Offer; (iii) the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders in respect of the Offer; and (iv) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee in respect of the terms of the Offer and as to the acceptance of the Offer.

#### **INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

Under Rule 2.1 of the Takeovers Code, a board which receives an Offer or is approached with a view to an Offer being made, must, in the interests of shareholders, establish an independent committee of the board to make a recommendation: (i) as to whether the Offer is, or is not, fair and reasonable; and (ii) as to acceptance.

An Independent Board Committee comprising all the non-executive Directors who have no direct or indirect interest in the Offer, namely Dr. Chan Kin Keung Eugene, Mr. Ng Chun Fai Frank, Ms. Wong Tsui Yue Lucy and Mr. Yue Man Yiu Matthew, has been established in accordance with Rule 2.1 and 2.8 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 acceptance of the Offer.

Red Sun Capital has been appointed as the Independent Financial Adviser with the approval of the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer. The advice of the Independent Financial Adviser and the recommendations of the Independent Board Committee are included in the Composite Document despatched to the Independent Shareholders.

The full texts of the letter from the Independent Board Committee addressed to the Independent Shareholders and the letter from the Independent Financial Adviser addressed to the Independent Board Committee and the Independent Shareholders are set out in this Composite Document.

**You are advised to read both letters and the additional information contained in the appendices to this Composite Document carefully before taking any action in respect of the Offer.**

## **THE OFFER**

### **PRINCIPAL TERMS OF THE OFFER**

As disclosed in the “Letter from Silverbricks Securities”, Silverbricks Securities is making the Offer for and on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

**For each Offer Share held . . . . . HK\$1.318 in cash**

The Offer Price of HK\$1.318 per Offer Share is greater than the highest price paid by the Offeror and parties acting in concert with it for the acquisition of the Shares within six months prior to the commencement of the offer period.

The Offer is extended to all Independent Shareholders in accordance with the Takeovers Code.

The Offer Shares to be acquired under the Offer shall be fully paid and free from all Encumbrances and together with all rights attaching to them, including the right to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Offer is made, that is, the date of despatch of the Composite Document.

As at the Latest Practicable Date, there were 55,750,000 Shares in issue and the Company did not have any outstanding options, warrants or derivatives or securities which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares. Further details of the terms of the Offer and the procedures for acceptance and settlement and acceptance period are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

As at the Latest Practicable Date, none of the members of the Offeror and parties acting in concert with it has received any irrevocable commitment not to accept the Offer. The Offer Shares to be acquired under the Offer shall be fully paid and shall be acquired free from all Encumbrances and together with all rights attaching thereto, including the rights to receive all dividends and distributions declared, made or paid on or after the date on which the Offer is made (i.e. the date of this Composite Document).

The Company confirms that as at the Latest Practicable Date, (i) it does not have any dividend or distribution recommended, declared or made but unpaid; and (ii) it does not have any intention to make, declare or pay any future dividend/make other distributions until after the close of the Offer.

Further details of the Offer is set out in the “Letter from Silverbricks Securities I” and the additional information contained in appendices to this Composite Document and the accompanying Form of Acceptance.

#### **The Offer Price**

Please see the paragraphs headed “Comparison of value” and “Highest and lowest Share price” in the “Letter from Silverbricks Securities” for details of the Offer Price.

#### **Total value of the Offer**

Please see the paragraphs headed “Total value of the Offer” in the “Letter from Silverbricks Securities” for details of the Offer Price.

#### **Further details of the Offer**

Further details of the Offer, including, among other things, its extension to the Overseas Independent Shareholders, information on taxation, the terms and conditions and the procedures for acceptance and settlement and acceptance period can be found in the “Letter from Silverbricks Securities” and “Appendix I – Further Terms and Procedures for the Acceptance of the Offer” to this Composite Document and the accompanying Form of Acceptance.

#### **INFORMATION ON THE GROUP**

The Company is incorporated in the Cayman Islands with limited liability and the Shares are listed on the GEM of the Stock Exchange. The Company is principally engaged in investment holding and the Group is principally engaged in restaurant operations in Hong Kong.

Pursuant to Note 3 to Rule 2 of the Takeovers Code, the Board would like to draw the attention of the Independent Shareholders to the existence of a material uncertainty related to the Group’s ability to continue as a going concern as at 31 December 2022, 2023 and 2024 contained in BDO Limited’s report in Annual Report 2022, Annual Report 2023 and Annual Report 2024 (please refer to Appendix II to this Composite Document for details). The material uncertainty

relating to the “going concern” basis of the Company means that the Independent Shareholders are advised to take into account the foregoing and consider carefully the terms of the Offer. If the Independent Shareholders decide not to accept the Offer, they should be aware of the potential risks associated with the material uncertainty in respect of the “going concern” issue.

Financial and general information in relation to the Group are set out in “Appendix II – Financial Information of the Group” and “Appendix IV – General Information of The Group” to this Composite Document.

## SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date, there are 55,750,000 Shares in issue, of which 36,615,125 Shares are held by the Offeror and parties acting in concert with it (representing approximately 65.7% of the total issued share capital of the Company).

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

The shareholding structure of the Company (i) immediately before the Completion and (ii) immediately after the Completion and as at the Latest Practicable Date are as follows:

Shareholders	Immediately before the Completion		Immediately after the Completion and as at the Latest Practicable Date	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Offeror, its ultimate beneficial shareholders and parties acting in concert with any of them	–	–	36,615,125	65.7
Vendor 1 <i>Note 1</i>	22,771,433	40.9	–	–
Vendor 2 <i>Note 2</i>	13,843,692	24.8	–	–
Other Shareholders	<u>19,134,875</u>	<u>34.3</u>	<u>19,134,875</u>	<u>34.3</u>
Total	<u>55,750,000</u>	<u>100.00</u>	<u>55,750,000</u>	<u>100.00</u>

*Notes:*

- (1) Mr. Pong Kin Yee, an executive Director, beneficially owns 100% equity interest in Vendor 1.
- (2) Mr. Wong Arnold Chi Chiu, an executive Director, beneficially owns 100% equity interest in Vendor 2.

Immediately after the Completion and as at the Latest Practicable Date, save as disclosed above, none of the Directors, the Offeror, its ultimate beneficial owners and parties acting in concert with any of them holds any Shares and any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

### **INFORMATION ON THE OFFEROR**

Your attention is drawn to the section headed “Information of the Offeror” in the “Letter from Silverbricks Securities” and Appendix IV “General Information of the Offeror” to this Composite Document.

### **INTENTIONS OF THE OFFEROR REGARDING THE GROUP**

Your attention is drawn to the section headed “Intentions of the Offeror regarding the Group” in the “Letter from Silverbricks Securities” to this Composite Document. The Board is aware of the Offeror’s intention to continue the employment of the existing management and employees of the Group. The Board is aware that the Offeror also intends to continue the existing principal business of the Group. The Board is also aware that the Offeror intends to conduct a review of the existing principal businesses, operations, financial position, investments, proposed investments of the Group for the purpose of formulating long-term business plans and strategies for the future business development of the Group. Subject to the results of the review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalization, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. However, as at the Latest Practicable Date, no such investment or business opportunities has been identified nor has the Offeror, its ultimate beneficial shareholders or any party acting in concert with any of them entered into any agreement, arrangements, understandings or negotiation in relation to the injection of any assets or business into the Group. The Board is willing to cooperate with the Offeror and act in the best interests of the Company and its Shareholders as a whole.

### **TAXATION ADVICE**

Your attention is drawn to the paragraph headed “Taxation advice” in the “Letter from Silverbricks Securities” to this Composite Document.

Independent Shareholders are recommended to consult their own professional advisers as to the tax implications that may arise from accepting or rejecting the Offer.

## **PROPOSED CHANGES OF BOARD COMPOSITION OF THE COMPANY**

Your attention is drawn to the section headed “Proposed changes of Board composition” in the “Letter from Silverbricks Securities” to this Composite Document.

The Board is aware that as at the Latest Practicable Date, the Offeror intended to nominate new Director(s) to the Board immediately upon the resignation of all seven Directors becoming effective (i.e. after the publication of the closing announcement on the closing date of the Offer) and any such appointment will be made in compliance with the Takeovers Codes and the GEM Listing Rules and further announcement(s) will be made as and when appropriate. For the biographies of the proposed new Directors, please refer to the section headed “Biographies of Proposed New Directors Nominated by the Offeror” in the “Letter from Silverbricks Securities”. It is intended that all seven Directors will resign from a date which is no earlier than such date as permitted under Rule 7 of the Takeovers Code (i.e. after the publication of the closing announcement on the Closing Date). Any changes to the members of the Board will be made in compliance with the Takeovers Code and/or the Listing Rules and further announcement(s) will be made as and when appropriate.

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

As mentioned in the paragraph headed “PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY” in the “Letter from Silverbricks Securities” of this Composite Document, the Offeror has no intention to privatize the Company and intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer.

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 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, it will consider exercising its discretion to suspend trading in the Shares.

Therefore, it should be noted that upon the close of the Offer, there may be insufficient public float of the Shares and the trading in the Shares may be suspended until sufficient public float exists for the Shares.

The Offeror intends the Company to remain listed on the Stock Exchange. The directors of the Offeror and any new Director(s) to be appointed to the Board of the Company will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Company’s Shares.

## **RECOMMENDATION**

None of the members of the Independent Board Committee is interested in or involved in the Offer.

Your attention is drawn to the “Letter from the Independent Board Committee” set out in this Composite Document which contains the recommendation of the Independent Board Committee in respect of the Offer. Your attention is also drawn to the “Letter from Independent Financial Adviser” set out in this Composite Document, which contains its advice to the Independent Board Committee in respect of the terms of the Offer and as to the acceptance of the Offer.

## **ADDITIONAL INFORMATION**

Your attention is drawn to the additional information contained in the appendices to this Composite Document. You are also recommended to read carefully “Appendix I – Further Terms and Procedures for the Acceptance of the Offer” to this Composite Document and the accompanying Form of Acceptance for further details in respect of the procedures for acceptance of the Offer.

In considering what action to take in connection with the Offer, you should consider your own tax positions, if any, and, in case of any doubt, consult your professional advisers.

By order of the Board of  
**Classified Group (Holdings) Limited**



**Wong Arnold Chi Chiu**  
*Chairman & Executive Director*