

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.

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.

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
Total	1,271,732,200	100.000

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.

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.

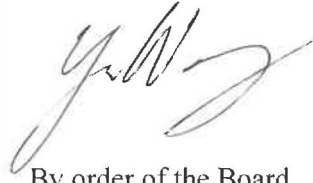
RECOMMENDATIONS

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,

A handwritten signature in black ink, appearing to be 'Y. W. Kuen', written in a cursive style.

By order of the Board

UBA Investments Limited

Wong Yun Kuen

Chairman and Executive Director