



Thing On Enterprise Limited
晉安實業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2292)

Executive Directors:

Mr. Wong Ka Yeung Roland

Ms. Chan Choi Wan Rolie

Non-executive Director:

Mr. Wong Chung Tak Richard

(Chairman of the Board)

Independent non-executive Directors:

Ms. Chan Kam Ping

Mr. Wong King Wai Kirk

Mr. Hung Franklin Chi Yen

Registered Office:

One Nexus Way

Camana Bay

Grand Cayman, KY1-9005

Cayman Islands

*Headquarter and principal place of
business in Hong Kong:*

17/F

Bank of East Asia Harbour View Centre

56 Gloucester Road

Wan Chai

Hong Kong

18 July 2025

To the Shareholders

Dear Sir or Madam

**(1) PROPOSAL FOR THE PRIVATISATION OF
THING ON ENTERPRISE LIMITED
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS
AND
(2) PROPOSED WITHDRAWAL OF LISTING OF
THING ON ENTERPRISE LIMITED**

INTRODUCTION

Reference is made to the Announcement. On 9 May 2025, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the proposed privatisation of the Company by way of a scheme of arrangement under Section 86 of the Companies Act involving (i) the cancellation and extinguishment of the Scheme Shares

and, in consideration therefor, the payment to the Scheme Shareholders either in cash and/or in share consideration for each Scheme Share cancelled and extinguished; and (ii) the restoration of the issued share capital of the Company to the amount immediately before the cancellation and extinguishment of the Scheme Shares by the allotment and issuance of new Shares in the same number as the number of Scheme Shares (which were cancelled and extinguished) to the Holdco credited as fully paid at par out of the credit arising in the Company's books of account as a result of the issued share capital reduction referred to in (i) above; and (iii) the withdrawal of the listing of the Shares on the Stock Exchange.

The purpose of this Scheme Document is to provide you with further information regarding the Proposal, the Scheme and the expected timetable, and to give you notices of the Court Meeting and the EGM (together with proxy forms in relation thereto). Your attention is also drawn to (a) the letter from the Independent Board Committee set out in Part V of this Scheme Document; (b) the letter from the Independent Financial Adviser set out in Part VI of this Scheme Document; (c) the Explanatory Memorandum set out in Part VII of this Scheme Document; and (d) the terms of the Scheme set out in Appendix VII to this Scheme Document.

TERMS OF THE PROPOSAL

Upon the Scheme becoming effective, the Scheme Shares will be cancelled and extinguished in exchange for either:

- (a) the Cash Alternative: cash of HK\$0.78 for every Scheme Share held;
- (b) the Share Alternative: one Holdco Share for every Scheme Share held; or
- (c) a combination of both the Cash Alternative and the Share Alternative.

The Scheme Shareholders may elect either the Cash Alternative or the Share Alternative or a combination of both as the form of Offer Consideration in respect of their entire holdings of the Scheme Shares. Scheme Shareholders who do not make any election will be deemed to have elected to receive their entitlement under the Cash Alternative subject to the Proposal becoming unconditional in all respects. For details of the election of Offer Consideration, please refer to the paragraphs headed "Terms of the Proposal — Election by Registered Owners" and "Terms of the Proposal — Election by Beneficial Owners whose Shares are held through CCASS" in Part VII — Explanatory Memorandum of this Scheme Document.

The Cash Alternative

The cash consideration of HK\$0.78 per Scheme Share under the Cash Alternative represents:

- (a) a premium of approximately 9.9% over the closing price of HK\$0.71 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (b) a premium of approximately 30.0% over the closing price of HK\$0.6 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (c) a premium of approximately 30.0% over the average closing price of approximately HK\$0.6 per Share based on the daily closing prices as quoted on the Stock Exchange for the 5 trading days up to and including the Last Trading Day;
- (d) a premium of approximately 30.0% over the average closing price of approximately HK\$0.6 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- (e) a premium of approximately 36.1% over the average closing price of approximately HK\$0.573 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day;
- (f) a premium of approximately 32.2% over the average closing price of approximately HK\$0.590 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Trading Day;
- (g) a premium of approximately 20.6% over the average closing price of approximately HK\$0.647 per Share based on the daily closing prices as quoted on the Stock Exchange for the 120 trading days up to and including the Last Trading Day;
- (h) a premium of approximately 7.3% over the average closing price of approximately HK\$0.727 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Trading Day;

- (i) a discount of approximately 50.4% to the audited consolidated net asset value per Share of approximately HK\$1.572 as at 31 December 2024, based on (i) the audited consolidated net asset value of the Company of approximately HK\$1,131,696,000 as at 31 December 2024 and (ii) 720,000,000 Shares in issue as at the Latest Practicable Date; and
- (j) a discount of approximately 49.3% to the adjusted audited consolidated net asset value per Share of approximately HK\$1.538 as at 31 December 2024, calculated based on the adjusted audited consolidated net asset value of the Company of approximately HK\$1,107,202,000 as at 31 December 2024 after taking into account the valuation of the Group's property interests in aggregate of approximately HK\$1,069,750,000 with a valuation date of 31 May 2025 and 720,000,000 Shares in issue as at the Latest Practicable Date.

The cash consideration under the Cash Alternative has been determined on a commercial basis after considering the recent and historical traded prices of the Shares and the financial performance of the Group.

Highest and lowest prices

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.85 on the trading days from 11 November 2024 to 28 November 2024 and on 12 May 2025 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.405 on the trading days from 11 February 2025 to 18 February 2025.

The Share Alternative

The Offeror is a company incorporated in the British Virgin Islands with limited liability on 8 September 2003. The Holdco is a special purpose vehicle incorporated in the British Virgin Islands with limited liability on 7 September 2018. As at the Latest Practicable Date, the Holdco is directly wholly-owned by the Offeror, which in turn is directly beneficially owned by Mr. Wong, the controlling shareholder, the chairman and a non-executive Director of the Company. Mr. Wong, Mr. Wong Fung Yuen, Mr. Wong Ka Yeung Roland and Mr. Wong Man Yeung Ryan are the directors of the Offeror. Mr. Wong is the brother of Mr. Wong Fung Yuen and the father of Mr. Wong Ka Yeung Roland and Mr. Wong Man Yeung Ryan. The Holdco Shares are shares of an unlisted company in the British Virgin Islands, being a special purpose vehicle. The Holdco is currently authorised to issue a maximum of 50,000 shares with a par value of US\$1.00 each. Mr. Wong Ka Yeung Roland and Mr. Wong Man Yeung Ryan are the directors of the Holdco. As at the Latest Practicable Date, the Offeror holds one share in the Holdco, representing 100% shareholding interest in the Holdco.

On or before the Effective Date, the Holdco will subdivide its shares (including the one issued share held by the Offeror) at a ratio of 1:100,000, such that the one share with a par value of US\$1.00 held by the Offeror will be subdivided into 100,000 shares with a par value of US\$0.00001 each and the Holdco will further issue and allot 179,900,000 new shares with a par value of US\$0.00001 each to the Offeror, upon which the Offeror shall hold 180,000,000 shares of the Holdco, mirroring the total number of Scheme Shares. Pursuant to the Scheme, the Holdco will allot such number of Holdco Shares to each Scheme Shareholder validly electing the Share Alternative equal to the number of Scheme Shares rendered by it for election of the Share Alternative under the Scheme no later than seven business days following the Effective Date. The latest time for lodging the Election Form for election of the Cash Alternative or the Share Alternative or a combination of both and the latest time for lodging the Account Holder Form (if an Account Holder holds all or part of the Scheme Shares through CCASS and wishes to elect for the Share Alternative) are 4:30 p.m. on Monday, 15 September 2025. The Holdco will repurchase such number of Holdco Shares (if any) held by the Offeror at par value upon the Effective Date equal to the number of Scheme Shares rendered by the Scheme Shareholders validly electing the Share Alternative. After such repurchase, the Holdco will be held by (i) the Offeror as to such number of Holdco Shares mirroring the number of Scheme Shares rendered by the Scheme Shareholders who validly elect the Cash Alternative; and (ii) the Scheme Shareholders as to such number of Holdco Shares mirroring the number of Scheme Shares rendered by the Scheme Shareholders who validly elect the Share Alternative.

Assuming all Scheme Shareholders choose only the Share Alternative, upon completion of the Proposal, the Company will be held as to 75% by the Offeror and 25% by the Holdco respectively, which in turn will be held as to 100% by all the Scheme Shareholders.

Assuming all Scheme Shareholders choose only the Cash Alternative, upon completion of the Proposal, the Company will be held as to 75 % by the Offeror and 25% by the Holdco respectively, which in turn will be held as to 100% by the Offeror.

Upon the Effective Date and after the withdrawal of listing of the Shares, the Offeror will transfer 540,000,000 Shares (representing 75% of the issued and outstanding Shares) to the Holdco and as consideration, the Holdco will allot 540,000,000 Holdco Shares to the Offeror. As a result, after the withdrawal of listing of the Shares, the Holdco will be the sole shareholder of the Company and the Holdco will be wholly owned by the Offeror, assuming all the Scheme Shareholders choose the Cash Alternative. If all the Scheme Shareholders choose the Share Alternative, then the Holdco will still be the sole shareholder of the Company, and Holdco will be held as to 75% by the Offeror and 25% by the Scheme Shareholders respectively.

The Share Alternative, which will be subject to the conditions mentioned below, offers an opportunity for the existing Shareholders to retain indirect interest in the Company after withdrawal of listing of the Shares from the Stock Exchange. Any Scheme Shareholder who elects to receive only the Share Alternative will retain indirectly through his shareholding in the Holdco the same proportional interest in the Company as such Shareholder held immediately before the implementation of the Scheme. The Holdco Shares to be issued under the Share Alternative will be issued free of any encumbrance and credited as fully paid.

The Shareholders should note that the Holdco is a company incorporated in the British Virgin Islands on 7 September 2018 and has no business operation since its incorporation. The holders of Holdco Shares (including the Scheme Shareholders who will be allotted and issued Holdco Shares under the Share Alternative) will enjoy such voting, dividend and liquidation rights and benefits (including attending and voting at a shareholders' meeting, receiving a proportionate share of any dividend paid and receiving a proportionate share of any distribution of the Holdco's surplus assets under a liquidation) attaching to the Holdco Shares (being the ordinary shares of the Holdco ranking *pari passu* with the shares held or to be held by the Offeror in the Holdco) as afforded under the relevant laws of the British Virgin Islands and the memorandum and articles of association of the Holdco.

Upon the Effective Date and after the withdrawal of the listing of the Shares, the Company will become a wholly owned subsidiary of the Holdco and, the Holdco will not own any other assets or owe any liabilities or engage in any business except for the Shares, an insignificant amount of cash in bank accounts and the amount due to the Offeror for supporting the set up costs and maintenance costs since the date of incorporation of the Holdco. Given that there is no intention to seek a listing of the Holdco Shares on any stock exchange, the Holdco Shares will be relatively illiquid and the holders of Holdco Shares will not be protected by any rules and regulations of any stock exchange or securities regulatory authorities. Moreover, section 4.1 of the Introduction to The Codes on Takeovers and Mergers and Share Buy-backs provides that The Codes on Takeovers and Mergers and Share Buy-backs apply to takeovers, mergers and share buy-backs affecting, among others, public companies in Hong Kong and section 4.2 of the Introduction to The Codes on Takeovers and Mergers and Share Buy-backs provides that in order to determine whether a company is a public company in Hong Kong, the Executive will take into account the number of Hong Kong shareholders and the extent of share trading in Hong Kong and other factors. If, following the implementation of the Scheme, the Holdco is determined by the Executive to be a "public company in Hong Kong", the Holdco will be subject to The Codes on Takeovers and Mergers and Share Buy-backs.

A letter from SBI China Capital is set out in Appendix VI to this Scheme Document in respect of estimates of value of the Holdco Shares, which is provided to the Directors solely for the purposes of paragraph 30 of Schedule I to the Takeovers Code and should not be used or relied upon for any other purpose whatsoever.

Investors should be aware of the following risk factors of holding the Holdco Shares:

- **the Holdco Shares are not listed on any stock exchange and do not benefit from the protections afforded by the Listing Rules;**
- **the Holdco Shares are illiquid and hence shareholders of the Holdco may find it more difficult to find a purchaser for the Holdco Shares if they intend to sell their Holdco Shares, as there is less likely to have a ready market for the Holdco Shares;**
- **there is no guarantee that any dividend payments will be paid in respect of the Holdco Shares;**
- **changes in the business and economic environment could adversely affect the value of the Holdco's assets, if any;**
- **Holdco is subject to the British Virgin Islands laws, which are different from the Cayman Islands laws that the Company is subject to; and**
- **there is no analysis or study conducted on whether Holdco's memorandum and articles of association and/or the British Virgin Islands laws can provide sufficient shareholders' protection to the Holdco's shareholders.**

Conditions of the Proposal and the Scheme

Conditions of the Proposal and the Scheme are set out in the section headed "Conditions of the Proposal and the Scheme" in Part VII — Explanatory Memorandum of this Scheme Document.

Warning: Shareholders and potential investors of the Company should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

Reduction and restoration of issued share capital

The issued share capital of the Company will, on the Effective Date, be reduced by cancelling and extinguishing the Scheme Shares. Upon such reduction, the issued share capital of the Company will be reduced by cancelling and extinguishing all of the Scheme Shares. Immediately after such share capital reduction, the Company will issue to the Holdco such number of new shares as is equal to the number of Scheme Shares cancelled and extinguished such that the issued share capital of the Company will be restored to its amount in issue immediately before such reduction. The reserve created in the books of accounts of the Company as a result of the capital reduction will be applied in paying up in full at par the new Shares so issued, credited as fully paid.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date, (a) there were 720,000,000 Shares in issue; and (b) the Offeror owned 540,000,000 Shares, representing 75% of the issued share capital of the Company. Save for these Shares, the Offeror and the Offeror Concert Parties were not interested in the Shares as at the Latest Practicable Date. Save for the Shares, the Company had no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) outstanding as at the Latest Practicable Date.

The shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Scheme (assuming that there are no other changes in the shareholding of the Company between the Latest Practicable Date and the Scheme Record Date) is set out in the table under the section headed “Shareholding Structure of the Company” in Part VII — Explanatory Memorandum of this Scheme Document.

FINANCIAL RESOURCES

The Offeror has appointed SBI China Capital as its exclusive financial adviser in connection with the Proposal.

Your attention is drawn to the section headed “Financial Resources” in Part VII — Explanatory Memorandum of this Scheme Document.

REASONS FOR AND BENEFITS OF THE PROPOSAL

You are urged to read carefully the section headed “Reasons for and Benefits of the Proposal” in Part VII — Explanatory Memorandum of this Scheme Document.

INTENTIONS OF THE OFFEROR AND THE COMPANY

The Board is aware of and welcomes the Offeror's intentions as set out in the section headed "Intention of the Offeror with regard to the Group" in Part VII — Explanatory Memorandum of this Scheme Document that, among other things, the Group will continue to carry on its current business and that the Offeror does not intend to continue the listing of the Shares. The Offeror does not intend to make any major changes to the continued employment of the employees of the Group, other than those changes which the Offeror may from time to time implement following the review of its strategy relating to the business, structure and/or direction of the Group.

INFORMATION ON THE GROUP, THE OFFEROR AND THE HOLDCO

Your attention is drawn to the section headed "Information on the Group, the Offeror and the Holdco" in Part VII — Explanatory Memorandum of this Scheme Document.

WITHDRAWAL OF LISTING OF SHARES

Upon the Scheme becoming effective, all Scheme Shares will be cancelled and extinguished (with the equivalent number of new Shares being issued and credited as fully paid to the Holdco) and the share certificates for the Scheme Shares will thereafter cease to have effect as documents or evidence of title. The Company will make an application for the listing of the Shares to be withdrawn from the Stock Exchange in accordance with Rule 6.15 of the Listing Rules, with effect from the Effective Date.

The Scheme Shareholders will be notified by way of an announcement of the exact dates of the last day for dealing in the Shares and the day on which the Scheme and the withdrawal of the listing of the Shares on the Stock Exchange will become effective. A detailed timetable of the implementation of the Proposal is set out in Part III — Expected Timetable of this Scheme Document.

IF THE SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES

Subject to the requirements of the Takeovers Code, the Proposal will lapse if any of the Conditions has not been fulfilled or waived, as applicable, on or before the Long Stop Date. If the Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

If the Scheme is not approved or the Proposal otherwise lapses, no change in the shareholding structure of the Company will result from the Proposal and the Scheme, and the shareholding structure of the Company as at the Latest Practicable Date as set out in the section headed “Shareholding Structure of the Company” in Part VII — Explanatory Memorandum of this Scheme Document shall remain unchanged (assuming that there is no other change in the shareholding structure of the Company from the Latest Practicable Date). Accordingly, the Company will continue to be able to maintain sufficient public float in its Shares under Rule 8.08 of the Listing Rules in the event that the Scheme is not approved or the Proposal otherwise lapses.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under Rule 31.1 of the Takeovers Code on making subsequent offers, to the effect that neither Mr. Wong, the Offeror nor any person who acted in concert with any of them in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses announce an offer or possible offer for the Company, except with the consent of the Executive.

COSTS OF THE SCHEME

Your attention is drawn to the section headed “Costs of the Scheme” in Part VII — Explanatory Memorandum of this Scheme Document.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising Ms. Chan Kam Ping, Mr. Wong King Wai Kirk and Mr. Hung Franklin Chi Yen, all being independent non-executive Directors, has been established by the Board to make recommendations to the Scheme Shareholders as to whether the terms of the Proposal and the Scheme are, or are not, fair and reasonable and as to voting at the Court Meeting and the EGM. Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee should comprise all non-executive Directors who have no direct or indirect interest in the Proposal. Given that Mr. Wong is the sole member and a director of the Offeror, Mr. Wong is not considered as independent for the purpose of giving advice or recommendations to the Scheme Shareholders. Accordingly, Mr. Wong is not a member of the Independent Board Committee.

The full text of the letter from the Independent Board Committee is set out in Part V of this Scheme Document.

The Company has appointed Veda Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee in relation to the Proposal. Such appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

The full text of the letter from the Independent Financial Adviser is set out in Part VI of this Scheme Document.

ACTION TO BE TAKEN

Your attention is drawn to Part II — Actions to be taken of this Scheme Document.

COURT MEETING AND THE EGM

In accordance with the directions of the Grand Court, the Court Meeting will be held at 10:00 a.m. (Hong Kong time) on Monday, 25 August 2025 at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong. The EGM will be held at the same place and on the same date at 11:00 a.m. (Hong Kong time) (or immediately after the conclusion of the Court Meeting, whichever is later).

For the purpose of exercising your right to vote at the Court Meeting and/or the EGM, you are urged to read carefully the section headed “Scheme Shares, Court Meeting and the EGM” in Part VII — Explanatory Memorandum of this Scheme Document, Part II — Actions to be taken of this Scheme Document, the notice of the Court Meeting in Appendix VIII to this Scheme Document and the notice of EGM in Appendix IX to this Scheme Document.

OVERSEAS SHAREHOLDERS

Your attention is drawn to the section headed “Overseas Shareholders” in Part VII — Explanatory Memorandum of this Scheme Document.

TAXATION

Your attention is drawn to the section headed “Taxation” in Part VII — Explanatory Memorandum of this Scheme Document.

RECOMMENDATIONS

Your attention is drawn to the recommendations of the Independent Board Committee in respect of the Proposal as set out in the letter from the Independent Board Committee to the Disinterested Scheme Shareholders in Part V of this Scheme Document.

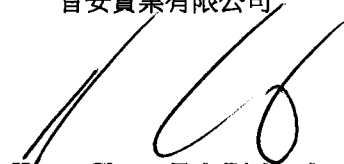
Your attention is also drawn to the recommendations of the Independent Financial Adviser in respect of the Proposal as set out in the letter from the Independent Financial Adviser in Part VI of this Scheme Document. We would advise you to read this letter carefully before you take any action.

FURTHER INFORMATION

You are urged to read carefully the letters from the Independent Board Committee and the Independent Financial Adviser, as set out in Parts V and VI of this Scheme Document respectively, the Explanatory Memorandum as set out in Part VII of this Scheme Document, the appendices to this Scheme Document, the Scheme as set out in Appendix VII to this Scheme Document, the notice of Court Meeting as set out in Appendix VIII to this Scheme Document and notice of the EGM as set out in Appendix IX to this Scheme Document.

In addition, a **pink** form of proxy for the Court Meeting, a **white** form of proxy for the EGM, the Election Form and the Account Holder Form are enclosed with this Scheme Document.

Yours faithfully,
For and on behalf of the Board
Thing On Enterprise Limited
晉安實業有限公司

A handwritten signature in black ink, consisting of a series of loops and strokes, positioned above the printed name.

Wong Chung Tak Richard
Chairman