

**THIS COMPOSITE DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Quantum Thinking Limited you should at once hand this Composite Document together with 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 transferee(s). This Composite Document should be read in conjunction with the accompanying Form of Acceptance, the provisions of which form part of the terms of the Offer contained herein.

The Stock Exchange of Hong Kong Limited, Hong Kong Exchanges and Clearing 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.

**Hong Kong Coolxuan Group Company Limited**

**香港酷選集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**Quantum Thinking Limited**

**量子思維有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8050)**

**COMPOSITE DOCUMENT RELATING TO  
UNCONDITIONAL MANDATORY CASH OFFER BY  
BOCOM INTERNATIONAL SECURITIES LIMITED FOR AND  
ON BEHALF OF HONG KONG COOLXUAN GROUP COMPANY LIMITED  
FOR ALL THE ISSUED SHARES IN QUANTUM THINKING LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED  
TO BE ACQUIRED BY HONG KONG COOLXUAN GROUP COMPANY  
LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)**

**Financial adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**

**RAINBOW.**

RAINBOW CAPITAL (HK) LIMITED  
流博資本有限公司

Shareholders should inform themselves of and observe any applicable legal or regulatory requirements. See "Important Notice" on page iv of this Composite Document.

Capitalised terms used in this cover page have the same meaning as those defined in the section headed "Definitions" in this Composite Document. A letter from BOCOM Securities containing, among other things, the details of the terms of the Offer are set out on pages 6 to 14 of this Composite Document. A letter from the Board is set out on pages 15 to 22 of this Composite Document. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the Offer is set out on pages 23 to 24 of this Composite Document. A letter from Rainbow Capital containing its advice to the Independent Board Committee in respect of the Offer is set out on pages 25 to 44 of this Composite Document.

The procedures for acceptance and settlement of the Offer and other related information of the Offer are set out in Appendix I to this Composite Document and in the accompanying Form of Acceptance. Acceptances of the Offer contained herein should be received by the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:00 p.m. on Monday, 13 October 2025 or such later time or date as the Offeror may determine and announce, with the consent of the Executive and 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 Form of Acceptance to any jurisdiction outside of Hong Kong should read the details in this regard which are contained in "Important Notice" of this Composite Document and the paragraph headed "Overseas Shareholders" in the "Letter from BOCOM Securities" in this Composite Document before taking any action. It is the responsibility of each Overseas Shareholder wishing to accept the Offer to satisfy himself, herself or itself as to full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required and the compliance with other necessary formalities or legal requirements.

Overseas Shareholders are advised to seek professional advice on deciding whether to accept the Offer.

This Composite Document will remain on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.8050hk.com>) as long as the Offer remains open.

**22 September 2025**

## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

<b>TABLE OF CONTENTS</b>
--------------------------

	<i>Page</i>
<b>EXPECTED TIMETABLE .....</b>	ii
<b>IMPORTANT NOTICE .....</b>	iv
<b>DEFINITIONS .....</b>	1
<b>LETTER FROM BOCOM SECURITIES .....</b>	6
<b>LETTER FROM THE BOARD .....</b>	15
<b>LETTER FROM THE INDEPENDENT BOARD COMMITTEE .....</b>	23
<b>LETTER FROM RAINBOW CAPITAL .....</b>	25
<b>APPENDIX I — PROCEDURES FOR ACCEPTANCE OF THE OFFER ....</b>	I-1
<b>APPENDIX II — FINANCIAL INFORMATION OF THE GROUP .....</b>	II-1
<b>APPENDIX III — GENERAL INFORMATION OF THE GROUP .....</b>	III-1
<b>APPENDIX IV — GENERAL INFORMATION OF THE OFFEROR .....</b>	IV-1
<b>ACCOMPANYING DOCUMENT — FORM OF ACCEPTANCE</b>	

## EXPECTED TIMETABLE

*The expected timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be announced by the Offeror and the Company as and when appropriate.*

*All references to date and time contained in this Composite Document and the Form of Acceptance refer to Hong Kong date and time.*

Despatch Date of this Composite Document and the accompanying Form of Acceptance and commencement date of the Offer ( <i>Note 1</i> ) .....	Monday, 22 September 2025
Offer open for acceptance.....	Monday, 22 September 2025
Latest time for acceptance of the Offer on the Closing Date ( <i>Notes 2, 3 and 5</i> ) .....	4:00 p.m. on Monday, 13 October 2025
Closing Date ( <i>Notes 2, 3, 5</i> ) .....	Monday, 13 October 2025
Announcement of the results of the Offer (or its extension or revision, if any) as at the Closing Date to be posted on the website of the Stock Exchange ( <i>Notes 3 and 5</i> ) .....	By 7:00 p.m. on Monday, 13 October 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 Closing Date ( <i>Notes 4 and 5</i> ).....	Wednesday, 22 October 2025

*Notes:*

- (1) The Offer, which is unconditional in all respects, is made on Monday, 22 September 2025, being the date of despatch of this Composite Document and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the section headed “7. RIGHT OF WITHDRAWAL” in Appendix I to this Composite Document.
- (2) 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 (as set out 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.

## EXPECTED TIMETABLE

- (3) In accordance with the Takeovers Code, the Offer must initially be opened for acceptance for at least 21 days following the date on which this Composite Document is despatched. The latest time and date for acceptance of the Offer is 4:00 p.m. on Monday, 13 October 2025 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange by 7:00 p.m. on Monday, 13 October 2025 stating whether the Offer has been extended, revised or has expired. In the event that the Offeror decides to revise or extend the Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not yet accepted the Offer.
- (4) Remittance in respect of the cash consideration (after deducting the seller's Hong Kong ad valorem stamp duty in respect of acceptances) payable for the Offer Shares under the Offer will be despatched to the accepting Independent Shareholder(s) (to the address specified on the relevant Form(s) of Acceptance) by ordinary post at his/her/its own risk as soon as possible, but in any event no later than seven (7) Business Days following date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete and valid.
- (5) If any severe weather condition is in force in Hong Kong:
- (a) at any local time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Offer and the latest date for despatch 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 despatch of remittances will remain on the same Business Day; or
  - (b) at any local time at or after 12:00 noon on the latest date for acceptance of the Offer and the latest date for despatch 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 next Business Day, and the latest date for despatch of remittances will be rescheduled to the next Business Day, which does not have any of those warnings in force at 12:00 noon and/or thereafter (or another Business Day thereafter that does not have any severe weather condition at 12:00 noon or thereafter).

For the purpose of this Composite Document, "severe weather" refers to the scenario where Typhoon Signal No. 8 or above, a Black Rainstorm Warning (as issued by the Hong Kong Observatory), or the "Extreme Conditions" warning (as announced by the Hong Kong government) is in force in Hong Kong.

Save as mentioned above, if the latest time for acceptance of the Offer does 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 Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

## **IMPORTANT NOTICE**

### **NOTICE TO SHAREHOLDERS OUTSIDE OF HONG KONG**

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

The Offeror intends to make the Offer available to all Independent Shareholders, including those with a registered address in a jurisdiction outside Hong Kong. The availability of the Offer to persons not resident in Hong Kong may be affected by the laws of the relevant overseas jurisdictions. The making of the Offer to persons not resident in Hong Kong may be prohibited or limited by the laws or regulations of the relevant jurisdictions. The Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal or other professional advice. It is the responsibilities of the Overseas Shareholders who are not resident in Hong Kong and 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 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).

Any acceptance by the Independent Shareholders and beneficial owners of the Shares who are citizens, residents or nationals of a jurisdiction outside Hong Kong will be deemed to constitute a representation and warranty from such persons to the Offeror that the local laws and requirements have been complied with. Independent Shareholders who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

The Offeror Concert Group, the Company, BOCOM Securities, BOCOM (Asia), Rainbow Capital, the Registrar or any of their respective ultimate beneficial owners, directors, officers, agents, advisers and associates and any other person involved in the Offer shall be entitled to be fully indemnified and held harmless by such person for any taxes as such person may be required to pay. Please see the paragraph headed “1.8 Overseas Shareholders” in the “Letter from BOCOM Securities” in 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 Offeror and the Company assume no obligation and do not intend to update these 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 GEM Listing Rules and/or the Takeovers Code.

## DEFINITIONS

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

### DEFINITIONS

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associate(s)”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“BOCOM (Asia)”	BOCOM International (Asia) Limited, a corporation licensed by the SFC to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Offeror in connection with the Offer
“BOCOM Securities”	BOCOM International Securities Limited, a corporation licensed by the SFC to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 5 (advising on futures contracts) regulated activities under the SFO, being the agent making the Offer for and on behalf of the Offeror
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business and has the meaning ascribed thereto under the Takeovers Code
“BVI”	British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Closing Date”	13 October 2025, being the closing date of the Offer, which is no less than 21 days following the date on which this Composite Document is despatched, or if the Offer is extended, any subsequent closing date as the Offeror may determine and announce with the consent of the Executive and in accordance with the Takeovers Code
“Company”	Quantum Thinking Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 08050)
“Completion”	completion of the sale and purchase of all of the Sale Shares in accordance with the terms and conditions of the Share Purchase Agreement, which took place on 25 August 2025

## DEFINITIONS

“Completion Announcement”	the joint announcement dated 25 August 2025 issued by the Offeror and the Company in relation to, amongst others, the Completion
“Completion Date”	25 August 2025, being the date on which Completion took place
“Composite Document”	this composite offer and response document jointly issued by the Offeror and the Company to the Shareholders in relation to the Offer in accordance with the Takeovers Code containing, among other things, details of the Offer (accompanied by the Form of Acceptance), the letter from the Board, the letter from the Independent Board Committee and the letter from Rainbow Capital
“Condition(s)”	the conditions set out in the paragraph headed “Conditions Precedent to Completion” in the Joint Announcement, being the conditions precedent to Completion
“Consideration”	the consideration for the sale and purchase of the Sale Shares pursuant to the Share Purchase Agreement, being HK\$56,292,200 in aggregate
“controlling shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Despatch Date”	22 September 2025, being the date of despatch of this Composite Document
“Director(s)”	director(s) of the Company
“Executive”	the executive director of the Corporate Finance Division of the SFC from time to time and any delegate(s) of such executive director
“Form of Acceptance”	the <b>WHITE</b> form of acceptance and transfer in respect of the Offer
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees Limited”	a wholly-owned subsidiary of HKSCC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong



## DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Board established pursuant to the Takeovers Code comprising three independent non-executive Directors, namely Mr. Lau Chor Ki, Mr. Tse Yee Hin, Tony and Mr. Wong Kin Kee and formed for the purpose of advising the Independent Shareholders in respect of the Offer
“Independent Shareholders”	Shareholders other than the Offeror Concert Group
“Investor Participant(s)”	person(s) admitted to participate in CCASS as investor participants
“Joint Announcement”	the joint announcement dated 18 August 2025 jointly issued by the Offeror and the Company in relation to, among other things, the Share Purchase Agreement and the Offer
“Last Trading Day”	18 August 2025, being the last trading day and the date of the Joint Announcement
“Latest Practicable Date”	19 September 2025, being the latest practicable date prior to the printing of this Composite Document for ascertaining certain information contained herein
“Mr. Wang”	Mr. Wang Xiaoqi, an executive Director
“Offer”	the unconditional mandatory cash offer to be made by BOCOM Securities for and on behalf of the Offeror to acquire the Offer Shares on the terms set out in the Joint Announcement and this Composite Document and in compliance with the Takeovers Code
“Offer Period”	the period commencing from 18 August 2025 being the date of the Joint Announcement and up to and including the Closing Date
“Offer Price”	being HK\$0.05714 per Offer Share
“Offer Shares”	all Shares that are not already owned or agreed to be acquired by the Offeror and/or parties acting in concert with it, “Offer Share” means any of them
“Offeror”	Hong Kong Coolxuan Group Company Limited (香港酷選集團有限公司), a company incorporated in Hong Kong with limited liability, and was owned as to 51.0% by Mr. Pu Jian, 39.0% by Ms. Chen Zhengfen, and 10.0% by Ms. Zhang Min as at the Latest Practicable Date

## DEFINITIONS

“Offeror Concert Group”	the Offeror, the Vendor, Mr. Pu Jian, Ms. Chen Zhengfen, Ms. Zhang Min and any parties acting in concert with any of them
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the register of members of the Company is/are outside Hong Kong
“PRC”	the People’s Republic of China, which shall, for the purpose of this Composite Document, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Transaction”	the transactions contemplated under the Share Purchase Agreement
“Rainbow Capital” or “Independent Financial Adviser”	Rainbow Capital (HK) Limited, the independent financial adviser appointed by the Independent Board Committee to advise the Independent Board Committee in respect of the Offer, a corporation licensed by the SFC to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Registrar”	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, with its address at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Relevant Period”	the period from 18 February 2025, being the date falling six months preceding the date of the Joint Announcement, being the commencement of the Offer Period, and up to and including the Latest Practicable Date
“Sale Share(s)”	being 985,162,771 Shares acquired by the Offeror from the Vendor pursuant to the Share Purchase Agreement and held by the Offeror as at the Latest Practicable Date
“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\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

## DEFINITIONS

“Share Purchase Agreement”	the share purchase agreement dated 18 August 2025 entered into between the Offeror and the Vendor in relation to the sale and purchase of the Sale Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers in Hong Kong
“Vendor”	Happy On Holdings Limited, a company incorporated in the BVI with limited liability and was wholly owned by Mr. Chan Foo Wing as at the Latest Practicable Date
“%”	per cent

### *Notes:*

1. Certain English translations of Chinese names or words (including those marked with asterisk throughout this Composite Document) or Chinese translations of English names or words in this Composite Document are included for information and identification purposes only and should not be regarded as the official English translation of such Chinese names or words or official Chinese translation of such English names or words, respectively.
2. Certain amounts and percentage figures in this Composite Document have been subject to rounding adjustments.
3. The singular includes the plural and vice versa, unless the context otherwise requires.
4. References to any Appendix, paragraph and any sub-paragraphs of them are references to the Appendices to, and paragraphs of, this Composite Document and any sub-paragraphs of them respectively.
5. References to any statute or statutory provision include a statute or statutory provision which amends, consolidates or replaces the same whether before or after the date of this Composite Document.
6. Reference to one gender is a reference to all or any genders.
7. \* is for identification purpose only.

## LETTER FROM BOCOM SECURITIES



**BOCOM International Securities Limited**  
15/F Man Yee Building  
68 Des Voeux Road Central  
Hong Kong

22 September 2025

*To the Independent Shareholders,*

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY CASH OFFER BY  
BOCOM INTERNATIONAL SECURITIES LIMITED FOR AND  
ON BEHALF OF HONG KONG COOLXUAN GROUP COMPANY LIMITED  
FOR ALL THE ISSUED SHARES IN QUANTUM THINKING LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED  
TO BE ACQUIRED BY HONG KONG COOLXUAN GROUP COMPANY  
LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)**

### INTRODUCTION

Reference is made to (a) the Joint Announcement in relation to, among other things, the Proposed Transaction and the Offer; and (b) the Completion Announcement in relation to Completion.

The Company was notified that on 18 August 2025 (after trading hours), the Offeror and the Vendor entered into the Share Purchase Agreement, pursuant to which, the Vendor conditionally agreed to sell and the Offeror conditionally agreed to purchase the Sale Shares, being 985,162,771 Shares, representing approximately 72.64% of the total issued share capital of the Company as at the date of the Joint Announcement.

As set out in the Completion Announcement, Completion took place on 25 August 2025. As a result, the Offeror holds 985,162,771 Shares, representing approximately 72.64% of the total issued share capital of the Company upon Completion. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the Offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and/or parties acting in concert with it).

This letter forms part of this Composite Document and sets out, among other things, details of the Offer, information on the Offeror, and the Offeror's intentions in relation to the Company. Further details on the terms and the procedures for acceptances of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance. Terms used in this letter shall have the same meanings as those defined in this Composite Document unless the context otherwise requires.

## LETTER FROM BOCOM SECURITIES

The Independent Shareholders are strongly advised to consider carefully the information contained in the “Letter from the Board”, the “Letter from the Independent Board Committee” and the “Letter from Rainbow Capital” as set out in this Composite Document and to consult their professional advisers if in doubt before reaching a decision as to whether or not to accept the Offer.

### 1. UNCONDITIONAL MANDATORY CASH OFFER

#### 1.1 Principal terms of the Offer

##### *The Offer*

As at the Latest Practicable Date, the Company had 1,356,250,000 Shares in issue. Save for the 985,162,771 Shares already owned by the Offeror and assuming there is no change of issued share capital of the Company from the Latest Practicable Date and up to the Closing Date, 371,087,229 Shares are subject to the Offer.

We, BOCOM Securities, for and on behalf of the Offeror, are making the Offer in compliance with the Takeovers Code, on the following basis:

**Offer Price for each Offer Share..... HK\$0.05714 in cash**

The Offer Price of HK\$0.05714 per Offer Share under the Offer is equivalent to the acquisition price per Share of the acquisition of 985,162,771 Sale Shares by the Offeror, which was agreed between the Offeror and the Vendor after arm’s length negotiations, taking into account (i) the historical operating and financial performance of the Group; (ii) the historical and recent trading prices of the Shares; and (iii) the current market conditions.

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 shall be acquired free from all encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the Despatch Date.

#### 1.2 Offer Price and Comparison of Value

The Offer Price of HK\$0.05714 per Offer Share represents:

- (i) a discount of approximately 87.4% to the closing price of HK\$0.455 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 87.2% to the average closing price of HK\$0.445 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Latest Practicable Date;
- (iii) a discount of approximately 83.4% to the closing price of HK\$0.345 per Share as quoted on the Stock Exchange on the Latest Trading Day;

## LETTER FROM BOCOM SECURITIES

- (iv) a discount of approximately 83.4% to the average closing price of HK\$0.344 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the Last Trading Day;
- (v) a discount of approximately 82.2% to the average closing price of approximately HK\$0.321 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (vi) a discount of approximately 74.1% to the average closing price of approximately HK\$0.221 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days immediately prior to and including the Last Trading Day; and
- (vii) a premium of approximately HK\$0.05812 over the audited consolidated net liabilities per Share attributable to owners of the Company of approximately HK\$0.00098 per Share as at 31 March 2025, based on a total of 1,356,250,000 Shares in issue as at the Latest Practicable Date and the audited consolidated net liabilities attributable to owners of the Company of approximately HK\$1,332,000 as at 31 March 2025.

### 1.3 Highest and Lowest Share prices

During the Relevant Period, the highest and lowest closing prices of the Shares as quoted on the Stock Exchange were HK\$0.550 per Share (on 8 September 2025) and HK\$0.099 per Share (on 26 May 2025, 27 May 2025 and 9 June 2025), respectively.

### 1.4 Value of the Offer

As at the Latest Practicable Date, the Company had a total of 1,356,250,000 Shares in issue, and the Company has no outstanding convertible securities, warrants, options or derivatives in issue which may confer any rights to subscribe for, convert or exchange into Shares. On the basis that (1) there is no other change in the issued share capital of the Company from Latest Practicable Date up to the close of Offer; and (2) the Offer is accepted in full, the maximum cash consideration to be paid by the Offeror in respect of acceptances under the Offer is approximately HK\$21,203,925.

### 1.5 Financial Resources Available to The Offeror

The maximum cash amount to be paid to the Independent Shareholders in respect of acceptances under the Offer is approximately HK\$21,203,925. The Offer will be funded by internal resources of the Offeror.

BOCOM (Asia), the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are available to the Offeror to satisfy the amount of funds required for the full acceptances of the Offer.

## **1.6 Effect of Accepting the Offer**

Provided that valid acceptance forms and the relevant certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and have been received by the Registrar, the Independent Shareholders will sell their tendered Shares to the Offeror free from all encumbrances and together with all rights attaching to them, including, without limitation, the rights 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 Despatch Date. The Company confirms that as at the Latest Practicable Date, (a) it did not have any declared and unpaid dividend; and (b) it did not have any intention to make, declare or pay any future dividend or make other distributions or any return of capital until the close of the Offer.

Acceptance of the Offer by any Shareholder will be deemed to constitute a warranty by such person that all Shares sold by such person under the Offer are free from all encumbrances and any other third party rights of any nature and together with all rights accruing or attaching to them, including, without limitation, the right to receive all dividends and distributions which may be recommended, declared, made or paid, if any, at any time on or after the date on which the Offer is made, being the Despatch Date.

Acceptances of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

## **1.7 Payment**

Payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event no later than seven (7) Business days following the date on which the duly completed acceptance forms of the Offer and the relevant documents of title of the Offer Shares in respect of such acceptance are received by the Offeror to render such acceptance complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

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

## **1.8 Overseas Shareholders**

The Offeror intends to make the Offer available to all Independent Shareholders, including those with a registered address in a jurisdiction outside Hong Kong. The availability of the Offer to persons not resident in Hong Kong may be affected by the laws of the relevant overseas jurisdictions. The making of the Offer to persons not resident in Hong Kong may be prohibited or limited by the laws or regulations of the relevant jurisdictions. The Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal or other professional advice. It is the responsibilities of the Overseas Shareholders who are not resident in Hong Kong and wish to accept the Offer to satisfy themselves as to the full observance of the laws and

## LETTER FROM BOCOM SECURITIES

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 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).

Based on the register of members of the Company as at the Latest Practicable Date, there were (i) five Overseas Shareholders with registered address in the PRC; and (ii) one Overseas Shareholder with registered addresses in Japan. The Offeror has been advised by the PRC legal counsel and the Japan legal counsel that there is no restriction as to the despatch of this Composite Document and the accompanying Form of Acceptance, and the making of the Offer to such Overseas Shareholders in the PRC and in Japan, respectively.

Any acceptance by the Shareholders and beneficial owners of the Shares who are citizens, residents or nationals of a jurisdiction outside Hong Kong will be deemed to constitute a representation and warranty from such persons to the Offeror that the local laws and requirements have been complied with. Shareholders who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

### **1.9 Hong Kong Stamp Duty**

Seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by the relevant Shareholders 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 higher, and will be deducted from the amount payable to the relevant Shareholder on acceptance of the Offer (where the stamp duty calculated includes a fraction of HK\$1.00, the stamp duty would be rounded-up to the nearest HK\$1.00). The Offeror will arrange for payment of the sellers' Hong Kong ad valorem stamp duty on behalf of accepting Shareholders and pay the buyer's Hong Kong ad valorem stamp duty in connection with such Offer Shares and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

### **1.10 Taxation Advice**

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 members of the Offeror Concert Group, the Company, BOCOM (Asia), BOCOM Securities, Rainbow Capital, the Registrar or their respective ultimate beneficial owners, directors, officers, employees, advisers, agents 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.



## 2. INFORMATION REGARDING THE OFFEROR AND OFFEROR CONCERT GROUP

### The Offeror

The Offeror is a company incorporated in Hong Kong with limited liability. As at the Latest Practicable Date, it was held as to 51.0% by Mr. Pu Jian, 39.0% by Ms. Chen Zhengfen, and 10.0% by Ms. Zhang Min. The principal activity of the Offeror is investment holding, and the Offeror was established on 12 August 2024 solely for the purpose of holding the Company upon Completion.

The biography details of Mr. Pu Jian, Ms. Chen Zhengfen and Ms. Zhang Min are set out as below:

Mr. Pu Jian, aged 42, is the sole director of the Offeror. He was the general manager of Chengdu Peak Synergy Enterprise Management Center (Limited Partnership)\* (成都巔峰共創企業管理中心(有限合夥)) (“**Chengdu Peak Synergy**”) from 2015 to 2019. He established Sichuan Chengdu Coolxuan Technology Co., Ltd.\* (四川城市酷選科技有限公司) (“**Sichuan City Coolxuan**”) in 2019, which is held as to 51% by Mr. Pu and 49% by Sichuan Dianfeng Gongchuang Network Technology Co., Ltd.\* (四川巔峰共創網路科技有限公司) (“**Sichuan Dianfeng**”) as at the Latest Practicable Date. Sichuan City Coolxuan is principally engaged in internet-related services such as technical services, technical consulting and internet sales. In particular, it focuses on providing SaaS marketing software to small and medium-sized merchants, which is aimed at assisting the digitalization of merchants’ business by providing ordering, payment processing, marketing and customer data analysis. Sichuan City Coolxuan has been recognized as a National High-Tech Enterprise (國家級高新技術企業) and obtained the National High-Tech Enterprise certification (國家級高新技術企業認證).

Mr. Pu was also appointed as a mentor for the School of International Studies at Jincheng College of Sichuan University in 2020. He obtained a certificate in “the rise and impact of digital economy” (數字經濟的崛起和影響) in 2024 from Shandong University (山東大學). Mr. Pu Jian is the spouse of Ms. Zhang Min and the son of Ms. Chen Zhengfen.

Ms. Chen Zhengfen, is the general partner of Chengdu Peak Synergy which was established in 2015 and is principally engaged in providing business services, including business management consulting services, business information consulting and advertising services. She is also the sole shareholder of Sichuan Dianfeng which was established in 2015 and is principally engaged in research and development in network technologies, including but not limited to developing online marketing, payment, and financial systems for merchants. Ms. Chen Zhengfen is the mother of Mr. Pu Jian and the mother-in-law of Ms. Zhang Min.

Ms. Zhang Min, joined Sichuan City Coolxuan in 2019 and became its operations director in December 2024. Ms. Zhang Min is the spouse of Mr. Pu Jian and the daughter-in-law of Ms. Chen Zhengfen.

### **3. THE OFFEROR'S INTENTION ON THE COMPANY**

The Offeror became the controlling shareholder of the Company and was directly interested in approximately 72.64% of the total issued share capital of the Company upon Completion. It is the intention of the Offeror that the Group will continue to operate its business in substantially its current state (except for the proposed changes to the members of the Board as detailed in the paragraph headed “PROPOSED CHANGE TO THE BOARD COMPOSITION OF THE COMPANY” below).

It is the intention of the Offeror that the Company will continue to focus on the development of its existing businesses in the system development services, trading of hardware and short messaging service fee. Upon the close of the Offer, the Offeror will conduct a detailed review of the business operations and financial position of the Group for the purpose of formulating a sustainable business plan and strategy for the Group's long-term development.

Given the successful track record and experience of the Offeror and its director in its SaaS marketing software business, the Offeror intends to leverage on the customer network, resources and experience to help develop the Group's existing business (such as the system development service business) and broaden its customer base, where the Group can leverage its past experiences and expertise in developing software systems and SMS business with focus on the data analytics and marketing tools in co-developing the SaaS marketing software business with the Offeror, which may bring new business opportunities for, and create synergy with, the Group's existing businesses.

Subject to the results of the aforesaid review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance long-term growth potential of the Company. Notwithstanding the above, as at the Latest Practicable Date, no investment or business opportunity had been identified by the Offeror nor had the Offeror entered into any agreement, arrangements, understandings or negotiation in relation to the injection of any assets or business into the Group, nor did the Offeror have any intention to acquire new businesses, downsize the Group's existing businesses or conduct any fundraising, and, save for the proposed changes to the members of the Board as detailed in the paragraph headed “*Proposed Change to the Board Composition of the Company*” below, the Offeror had no intention to discontinue the employment of the employees or to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business. It is the intention of the Offeror that certain key personnel of the Company shall continue his/her employment in the Company for at least 12 months upon Completion.

#### **4. PROPOSED CHANGE TO THE BOARD COMPOSITION OF THE COMPANY**

To minimize any potential disruptions to the business and day-to-day operations of the Group due to the Proposed Transaction contemplated under the Share Purchase Agreement, it is proposed that Mr. Wang will remain as executive Director, and Mr. Tung Tat Chiu, Michael will remain as the company secretary of the Company upon Completion. It is intended that save for Mr. Wang, all other existing Directors will resign from the Company at the earliest time permitted under the Takeovers Code. Nonetheless, the Offeror intends to nominate not less than five Director(s) to the Board with effect from the earliest time permitted under the Takeovers Code. As at the Latest Practicable Date, the Offeror had not reached any final decision as to who will be nominated as new Director(s). Any changes to the members of the Board will be made in compliance with the Takeovers Code and/or the GEM Listing Rules and further announcement(s) will be made as and when appropriate.

#### **5. COMPULSORY ACQUISITION**

The Offeror does not intend to avail itself of any power of compulsory acquisition of any outstanding Offer Shares not acquired under the Offer after the close of the Offers.

#### **6. PUBLIC FLOAT AND 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 issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- a false market exists or may exist in the trading of the Shares; or
- that there are insufficient Shares in public hands to maintain an orderly market;

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

The Offeror intends the Company to remain listed on the Stock Exchange. The director of the Offeror 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.

#### **7. FURTHER DETAILS OF THE OFFER**

Further details of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

Information on the Group is set out in the section headed “INFORMATION OF THE GROUP” under “Letter from the Board” in this Composite Document. Financial information and general information in relation to the Group are respectively set out in Appendix II and III to this Composite Document.

## LETTER FROM BOCOM SECURITIES

### 8. GENERAL

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

Attention of the Overseas Shareholders is drawn to the paragraph headed “Overseas Shareholders” in this letter.

All documents and/or remittances to be sent to the Independent Shareholders by ordinary post are at their own risk. Such documents and/or remittances will be sent to the Independent Shareholders at their respective addresses as they appear in the register of members or records of the Company, unless otherwise specified on the relevant Form of Acceptance. None of the Company, the Offeror Concert Group, BOCOM Securities, BOCOM (Asia), Rainbow Capital, the Registrar or parties acting in concert with any of them or any of their respective ultimate beneficial owners, directors, officers, agents or associates 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 or in connection therewith.

### 9. WARNINGS

Independent Shareholders are encouraged to read this Composite Document carefully, including but not limited to the letter from the Board, the advice of the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, and other information relating to the Offer and the Group set out in the Appendices to this Composite Document, before deciding whether or not to accept the Offer.

Independent Shareholders and potential investors are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

Yours faithfully,  
For and on behalf of  
**BOCOM International Securities Limited**  
**Gary Poon**  
*Responsible Officer*

LETTER FROM THE BOARD

**Quantum Thinking Limited**

**量子思維有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8050)**

*Executive Directors:*

Mr. Wang Xiaoqi  
Ms. Ho Ching  
Mr. Chen Hua

*Independent non-executive Directors:*

Mr. Lau Chor Ki  
Mr. Tse Yee Hin, Tony  
Mr. Wong Kin Kee

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head Office and Principal Place  
of Business in Hong Kong:*

Unit 1308, 13/F  
Capital Centre  
151 Gloucester Road  
Wan Chai, Hong Kong

22 September 2025

*To the Independent Shareholders,*

Dear Sir/Madam,

**UNCONDITIONAL MANDATORY CASH OFFER BY  
BOCOM INTERNATIONAL SECURITIES LIMITED FOR AND  
ON BEHALF OF HONG KONG COOLXUAN GROUP COMPANY LIMITED  
FOR ALL THE ISSUED SHARES IN QUANTUM THINKING LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED  
TO BE ACQUIRED BY HONG KONG COOLXUAN GROUP COMPANY  
LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)**

**INTRODUCTION**

Reference is made to the Joint Announcement and the Completion Announcement.

The Company was notified that on 18 August 2025 (after trading hours), the Offeror as purchaser and the Vendor as vendor entered into the Share Purchase Agreement, pursuant to which, subject to the terms and conditions of the Share Purchase Agreement and the satisfaction (or waiver, as the case may be) of the Conditions, the Vendor conditionally agreed to sell and the Offeror conditionally agreed to purchase the Sale Shares, being 985,162,771 Shares, representing approximately 72.64% of the total issued share capital of the Company as at the date of the Joint Announcement and as at the Latest Practicable Date, for a total consideration of HK\$56,292,200 (representing approximately HK\$0.05714 per Sale Share).

## LETTER FROM THE BOARD

As disclosed in the Completion Announcement, Completion took place on 25 August 2025. Immediately after Completion and as at the Latest Practicable Date, the Offeror was interested in a total of 985,162,771 Shares, representing approximately 72.64% of the total issued share capital of the Company.

Accordingly, the Offeror is required under Rule 26.1 of the Takeovers Code to make the Offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and/or parties acting in concert with it).

The purpose of this Composite Document (of which this letter forms part) is to provide you with, among other things, (i) information relating to the Group and the Offeror; (ii) further information regarding the terms and procedures for acceptance of the Offer; (iii) the Letter from BOCOM Securities containing, among others, details of the Offer; (iv) the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders in relation to the Offer; and (v) the letter from Rainbow Capital, the Independent Financial Adviser, containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders on whether the Offer is fair and reasonable so far as the Independent Shareholders are concerned and as to acceptance of the Offer.

### INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 and Rule 2.8 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 (comprising all non-executive directors of the company who have no direct or indirect interest in any offer) to make a recommendation: (i) as to whether the Offer is, or is not, fair and reasonable; and (ii) as to acceptance of the offer.

The Independent Board Committee, comprising three independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Lau Chor Ki, Mr. Tse Yee Hin, Tony and Mr. Wong Kin Kee, has been established in accordance with Rule 2.1 and Rule 2.8 of the Takeovers Code for the purpose of advising and giving recommendations to the Independent Shareholders as to whether the Offer is fair and reasonable and as to acceptance of the Offer.

Rainbow Capital, with the approval of the Independent Board Committee, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in respect of the fairness and reasonableness of the Offer and as to acceptance of the Offer.

The full texts of the letter from the Independent Board Committee addressed to the Independent Shareholders and the letter from Rainbow Capital, 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 and the accompanying Form of Acceptance carefully before taking any action in respect of the Offer.**

## LETTER FROM THE BOARD

### THE OFFER

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

**Offer Price for each Offer Share ..... HK\$0.05714 in cash**

The Offer Price of HK\$0.05714 per Offer Share under the Offer is equivalent to the acquisition price per Sale Share payable by the Offeror under the Share Purchase Agreement, which was agreed between the Offeror and the Vendor after arm’s length negotiations, taking into account (i) the historical operating and financial performance of the Group; (ii) the historical and recent trading prices of the Shares; and (iii) the current market conditions.

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 shall be acquired free from all encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the Despatch Date.

As at the Latest Practicable Date, the Company did not have any declared and unpaid dividend and did not have any intention to make, declare or pay any future dividend or make other distributions or any return of capital until the close of the Offer.

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

Further details of the Offer are set out in the “Letter from BOCOM Securities” and the additional information contained in Appendices to this Composite Document and the accompanying Form of Acceptance.

### Offer Price and Comparison of value

The Offer Price of HK\$0.05714 per Offer Share represents:

- (a) a discount of approximately 87.4% to the closing price of HK\$0.455 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (b) a discount of approximately 87.2% to the average closing price of HK\$0.445 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Latest Practicable Date;
- (c) a discount of approximately 83.4% to the closing price of HK\$0.345 per Share as quoted on the Stock Exchange on the Last Trading Day;



## LETTER FROM THE BOARD

- (d) a discount of approximately 83.4% to the average closing price of approximately HK\$0.344 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the Last Trading Day;
- (e) a discount of approximately 82.2% to the average closing price of approximately HK\$0.321 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (f) a discount of approximately 74.1% to the average closing price of approximately HK\$0.221 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days immediately prior to and including the Last Trading Day; and
- (g) a premium of approximately HK\$0.05812 over the audited consolidated net liabilities per Share attributable to owners of the Company of approximately HK\$0.00098 per Share as at 31 March 2025, based on a total of 1,356,250,000 Shares in issue as at the Latest Practicable Date and the audited consolidated net liabilities attributable to owners of the Company of approximately HK\$1,332,000 as at 31 March 2025.

### Value of the Offer

As at the Latest Practicable Date, the Company had a total of 1,356,250,000 Shares in issue, and the Company has no outstanding convertible securities, warrants, options or derivatives in issue which may confer any rights to subscribe for, convert or exchange into Shares. Immediately after the Completion and as at the Latest Practicable Date, the Offeror was interested in 985,162,771 Sale Shares. Accordingly, 371,087,229 Shares will be subject to the Offer and the total number of Offer Shares is 371,087,229 Shares. On the basis of the Offer Price of HK\$0.05714 per Offer Share and 371,087,229 Offer Shares and assuming (1) there is no other change in the issued share capital of the Company from Latest Practicable Date up to the close of Offer; and (2) the Offer is accepted in full, the total value of the Offer shall be approximately HK\$21,203,925.

### Further details of the Offer

Further details of the Offer including, among other things, its extension to the Overseas Shareholders, information or taxation, the terms and the procedures for acceptance and settlement and acceptance period can be found in the “Letter from BOCOM Securities” and Appendix I “PROCEDURES FOR ACCEPTANCE OF THE OFFER” to this Composite Document and the accompanying Form of Acceptance.

### INFORMATION ON THE GROUP

The Company is an investing holding company. The Group is principally engaged in the provision of system development services, trading of hardware and short messaging service fee.

Financial information and general information in relation to the Group are respectively set out in Appendix II and Appendix III to this Composite Document.



## LETTER FROM THE BOARD

### SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion and as at the Latest Practicable Date:

	Immediately before Completion		Immediately after Completion	
	<i>Approximate</i>		<i>Approximate</i>	
	<i>Number of</i>	<i>% of Shares in</i>	<i>Number of</i>	<i>% of Shares in</i>
	<i>Shares held</i>	<i>issue (Note 1)</i>	<i>Shares held</i>	<i>issue (Note 1)</i>
<b>Offeror Concert Group</b>				
Offeror	—	—	985,162,771	72.64
Vendor (Note 2)	985,162,771	72.64	—	—
<b>Director (Note 4)</b>				
Mr. Wang (Note 3)	382,000	0.03	382,000	0.03
Public Shareholders	<u>370,705,229</u>	<u>27.33</u>	<u>370,705,229</u>	<u>27.33</u>
<b>Total</b>	<b><u>1,356,250,000</u></b>	<b><u>100.00</u></b>	<b><u>1,356,250,000</u></b>	<b><u>100.00</u></b>

Notes:

1. The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.
2. Pursuant to the Share Purchase Agreement, as the Vendor is prepared to receive deferred payment of part of the Consideration from the Offeror subsequent to Completion, the Vendor is treated as providing financing or financial assistance to the Offeror in connection with the acquisition of the Sale Shares and is therefore presumed to be acting in concert with the Offeror under Class (9) of the definition of “acting in concert” under the Takeovers Code.
3. As at the Latest Practicable Date, Mr. Wang did not have an intention to accept the Offer in respect of his shareholding in the Company.
4. Save as disclosed above, none of the Directors held any Shares as at the Latest Practicable Date.

### INFORMATION ON THE OFFEROR

Information on the Offeror is set out in the paragraph headed “INFORMATION REGARDING THE OFFEROR AND THE OFFEROR CONCERT GROUP” in the “Letter from BOCOM Securities” and Appendix IV to this Composite Document.

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

Information on the intention of the Offeror in relation to the business and management of the Group as well as the proposed change to the Board composition of the Company is set out in the paragraphs respectively headed “THE OFFEROR’S INTENTION ON THE COMPANY”

## LETTER FROM THE BOARD

and “PROPOSED CHANGE TO THE BOARD COMPOSITION OF THE COMPANY” in the “Letter from BOCOM Securities” in this Composite Document. To minimize any potential disruptions to the business and day-to-day operations of the Group due to the Proposed Transaction contemplated under the Share Purchase Agreement, the Offeror proposed that Mr. Wang will remain as executive Director, and Mr. Tung Tat Chiu, Michael will remain as the company secretary of the Company upon Completion. As at the Latest Practicable Date, no new service contract had been entered into between the Company and Mr. Wang. It is the intention of the Offeror that, save for Mr. Wang, all other existing Directors will resign from the Company at the earliest time permitted under the Takeovers Code. Nonetheless, the Offeror intends to nominate not less than five Director(s) to the Board with effect from the earliest time permitted under the Takeovers Code. As at the Latest Practicable Date, the Offeror had not reached any final decision as to who will be nominated as new Director(s). Any changes to the members of the Board will be made in compliance with the Takeovers Code and/or the GEM Listing Rules and further announcement(s) will be made as and when appropriate.

The Company is pleased to note that the Offeror intends that the Company will continue to focus on the development of its existing businesses in the system development services, trading of hardware and short messaging service fee. Upon the close of the Offer, the Offeror will conduct a detailed review of the business operations and financial position of the Group for the purpose of formulating a sustainable business plan and strategy for the Group’s long-term development.

Given the successful track record and experience of the Offeror and its director in its SaaS marketing software business, the Offeror intends to leverage on the customer network, resources and experience to help develop the Group’s existing business (such as the system development service business) and broaden its customer base, where the Group can leverage its past experiences and expertise in developing software systems and SMS business with focus on the data analytics and marketing tools in co-developing the SaaS marketing software business with the Offeror, which may bring new business opportunities for, and create synergy with, the Group’s existing businesses.

Subject to the results of the aforesaid review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, fundraising, restructuring of the business and/or business diversification will be appropriate in order to enhance long-term growth potential of the Company. Notwithstanding the above, as at the Latest Practicable Date, no investment or business opportunity had been identified by the Offeror nor had the Offeror entered into any agreement, arrangements, understandings or negotiation in relation to the injection of any assets or business into the Group, nor did the Offeror have any intention to acquire new businesses, downsize the Group’s existing businesses or conduct any fundraising, and, save for the proposed changes to the members of the Board as detailed in the paragraph headed “PROPOSED CHANGE TO THE BOARD COMPOSITION OF THE COMPANY” in the “Letter from BOCOM Securities”, the Offeror had no intention to discontinue the employment of the employees or to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business. It is the intention of the Offeror that certain key personnel of the Company shall continue his/her employment in the Company for at least 12 months upon Completion.

## LETTER FROM THE BOARD

Based on the above, the Board is of the view that the intention of the Offeror in relation to the Group, its employees and its assets is reasonable as it would ensure continuity and stability of the Group's business operations going forward and is not expected to have a material adverse impact on the existing business of the Group.

### **MAINTAINING THE LISTING STATUS AND SUFFICIENT PUBLIC FLOAT 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 issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- a false market exists or may exist in the trading of the Shares; or
- that there are insufficient Shares in public hands to maintain an orderly market; it will consider exercising its discretion to suspend dealings in the Shares.

As stated in the "Letter from BOCOM Securities" of this Composite Document, the Board notes that the Offeror intends the Company to remain listed on the Stock Exchange. The director of the Offeror 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.

### **RECOMMENDATION**

Your attention is drawn to (i) the "Letter from the Independent Board Committee" as set out on pages 23 to 24 of this Composite Document, which contains its advice and recommendation to the Independent Shareholders in respect of the Offer; and (ii) the "Letter from Rainbow Capital" on pages 25 to 44 of this Composite Document which contains, among other things, its advice and recommendation to the Independent Board Committee and the Independent Shareholders in relation to the Offer and the principal factors and reasons considered by it in arriving at its recommendation, in particular, as to whether the Offer is fair and reasonable and as to acceptance of the Offer.

Your attention is also drawn to Appendix II "Financial Information of the Group" to this Composite Document, particularly, the section headed "1. SUMMARY OF THE FINANCIAL INFORMATION OF THE GROUP", where paragraphs of material uncertainties related to going concern as extracted from the respective Company's annual reports for the three years ended 31 March 2025 are spelt out. The Independent Shareholders are advised to take into account such area of uncertainty and consider carefully whether or not to accept the Offer. If the Independent Shareholders decide not to accept the Offer, they should be aware of the potential risks associated with such material uncertainties related to going concern.

## LETTER FROM THE BOARD

### ADDITIONAL INFORMATION

Your attention is also drawn to the “Letter from BOCOM Securities” and the additional information contained in the Appendices to this Composite Document. You are also recommended to read carefully Appendix I “PROCEDURES FOR 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.

Yours faithfully,  
By Order of the Board of  
**Quantum Thinking Limited**  
**Chen Hua**  
*Executive Director*

**LETTER FROM THE INDEPENDENT BOARD COMMITTEE**

**Quantum Thinking Limited**

**量子思維有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8050)**

22 September 2025

*To the Independent Shareholders,*

Dear Sir/Madam,

**UNCONDITIONAL MANDATORY CASH OFFER BY  
BOCOM INTERNATIONAL SECURITIES LIMITED FOR AND  
ON BEHALF OF HONG KONG COOLXUAN GROUP COMPANY LIMITED  
FOR ALL THE ISSUED SHARES IN QUANTUM THINKING LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED  
TO BE ACQUIRED BY HONG KONG COOLXUAN GROUP COMPANY  
LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)**

**INTRODUCTION**

We refer to the Composite Document dated 22 September 2025 jointly issued by the Company and the Offeror of which this letter forms part. Unless the context requires otherwise, terms used in this letter shall have the same meaning as those defined in the Composite Document.

We have been appointed by the Board to form the Independent Board Committee to consider the terms of the Offer and to make a recommendation as to whether, in our opinion, the Offer is fair and reasonable so far as the Independent Shareholders are concerned, and as to acceptance of the Offer.

Rainbow Capital has been appointed as the Independent Financial Adviser and approved by the Independent Board Committee to advise us in respect of the Offer and as to acceptance thereof. Details of its advice and recommendation as well as the principal factors and reasons taken into account by it in arriving at its advice and recommendations in respect of the Offer are set out in the “Letter from Rainbow Capital” on pages 25 to 44 of the Composite Document.

We also wish to draw your attention to the “Letter from the Board”, the “Letter from BOCOM Securities” and the additional information set out in the Appendices to the Composite Document.

We, being the members of the Independent Board Committee, have declared that we are independent and do not have any conflict of interest in respect of the Offer and are therefore able to consider the terms of the Offer and to make recommendations to the Independent Shareholders.

## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

### RECOMMENDATIONS

Having considered the terms of the Offer and the letter of advice and recommendations from Rainbow Capital, the Independent Financial Adviser (including but not limited to those principal factors and reasons taken into account by the Independent Financial Adviser as set out in such letter), we consider that the Offer, including the Offer Price of HK\$0.05714 per Offer Share, is not fair and reasonable so far as the Independent Shareholders are concerned, and therefore we recommend the Independent Shareholders not to accept the Offer. The Independent Shareholders are recommended to read the full text of the “Letter from Rainbow Capital” of the Composite Document.

For those Independent Shareholders who are considering to realise all or part of their holdings in the Shares, they are reminded to closely monitor the Share price and trading volume of the Shares during the Offer Period. If the Independent Shareholders wish to dispose of a significant number of the Shares, which may cause the Share price to fall and result in the sale proceeds being lower than the proceeds receivable from the Offer, they should consider accepting the Offer.

Notwithstanding our recommendation, the Independent Shareholders should consider carefully the terms of the Offer and are strongly recommended to read the full text of the “Letter from Rainbow Capital” and the procedures for acceptance of the Offer as set out in the Composite Document and the accompanying Form of Acceptance before making their decisions. In any case, the Independent Shareholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult their own professional advisers for professional advice.

Yours faithfully,  
For and on behalf of the  
**Independent Board Committee**

**Mr. Lau Chor Ki**  
*Independent non-executive  
Director*

**Mr. Tse Yee Hin, Tony**  
*Independent non-executive  
Director*

**Mr. Wong Kin Kee**  
*Independent non-executive  
Director*

## LETTER FROM RAINBOW CAPITAL

*The following is the full text of a letter of advice from Rainbow Capital, the Independent Financial Adviser to the Independent Board Committee in respect of the Offer, which has been prepared for the purpose of incorporation in this Composite Document.*

**Rainbow Capital (HK) Limited**

22 September 2025

*To: the Independent Board Committee*

Dear Sirs,

**UNCONDITIONAL MANDATORY CASH OFFER BY  
BOCOM INTERNATIONAL SECURITIES LIMITED FOR AND  
ON BEHALF OF HONG KONG COOLXUAN GROUP COMPANY LIMITED  
FOR ALL THE ISSUED SHARES IN QUANTUM THINKING LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED  
TO BE ACQUIRED BY HONG KONG COOLXUAN GROUP COMPANY  
LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)**

### INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer, details of which are set out in the “Letter from the Board” of this Composite Document to the Independent Shareholders dated 22 September 2025, of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in this Composite Document.

On 18 August 2025 (after trading hours), the Offeror and the Vendor entered into the Share Purchase Agreement, pursuant to which, the Vendor conditionally agreed to sell and the Offeror conditionally agreed to purchase the Sale Shares, being 985,162,771 Shares, representing approximately 72.64% of the total issued share capital of the Company as at the date of the Joint Announcement, for a total consideration of HK\$56,292,200 (representing approximately HK\$0.05714 per Sale Share). Completion took place on 25 August 2025. As a result, the Offeror holds 985,162,771 Shares, representing approximately 72.64% of the total issued share capital of the Company upon Completion. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the Offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and/or parties acting in concert with it). BOCOM Securities is, for and on behalf of the Offeror and in compliance with the Takeovers Code, making the Offer at the Offer Price of HK\$0.05714 per Offer Share in cash.

As the Vendor is prepared to receive deferred payment of part of the Consideration from the Offeror subsequent to Completion, the Vendor is treated as providing financing or financial assistance to the Offeror in connection with the acquisition of the Sale Shares and is therefore presumed to be acting in concert with the Offeror under Class (9) of the definition of “acting in concert” under the Takeovers Code.

## LETTER FROM RAINBOW CAPITAL

Pursuant to Rules 2.1 and 2.8 of the Takeovers Code, the Company has established the Independent Board Committee comprising all the independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Lau Chor Ki, Mr. Tse Yee Hin, Tony and Mr. Wong Kin Kee, to advise and make recommendation to the Independent Shareholders as to whether the Offer is fair and reasonable, and as to acceptance of the Offer. We, Rainbow Capital, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee in the same regard and such appointment has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code.

We are not associated or connected financially or otherwise with the Company, the Vendor, the Offeror, the Offeror Concert Group, their respective substantial shareholders and financial or other professional advisers, or any party acting, or presumed to be acting, in concert with any of them. In the last two years prior to the commencement of the Offer Period, there was no engagement or connection between the Group, the Vendor, the Offeror or the Offeror Concert Group on one hand and us on the other hand. Apart from normal professional fees payable to us in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Company, the Vendor, the Offeror, the Offeror Concert Group, their respective substantial shareholders and financial or other professional advisers, or any party acting, or presumed to be acting, in concert with any of them. Accordingly, we are considered eligible to give independent advice to the Independent Board Committee in respect of the Offer.

### BASIS OF OUR OPINION

In formulating our opinion and advice, we have considered, among other things, (i) the information and facts contained or referred to in this Composite Document; (ii) the annual reports of the Company for the years ended 31 March 2024 and 2025 (the “**2024 Annual Report**” and “**2025 Annual Report**”, respectively); (iii) the information and opinions provided by the Directors and the management of the Group; and (iv) our review of the relevant public information. We have assumed that all the information provided and representations and opinions expressed to us or contained or referred to in this Composite Document were true, accurate and complete in all material respects as at the date thereof and may be relied upon. We have also assumed that all statements contained and representations made or referred to in this Composite Document were true in all material respects at the time they were made and continued to be true in all material respects as at the Latest Practicable Date and all such statements of belief, opinions and intentions of the Directors and the management of the Group and those as set out or referred to in this Composite Document were reasonably made after due and careful enquiry. We have no reason to doubt the truth, accuracy and completeness of such information and representations provided to us by the Directors and the management of the Group. We have also sought and received confirmation from the Directors that no material facts have been withheld or omitted from the information provided and referred to in this Composite Document and that all information or representations provided to us by the Directors and the management of the Group were true, accurate, complete and not misleading in all material respects at the time they were made and continued to be so until the Latest Practicable Date.



## LETTER FROM RAINBOW CAPITAL

Shareholders will be informed by the Company and us as soon as possible if there is any material change to the information disclosed in this Composite Document during the Offer Period, in which case we will consider whether it is necessary to revise our opinion and inform the Independent Board Committee and the Shareholders accordingly.

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in this Composite Document so as to provide a reasonable basis for our recommendation. We have not, however, carried out any independent verification of the information provided, representations made or opinion expressed by the Directors and the management of the Group, nor have we conducted any form of in-depth investigation into the business, affairs, operations, financial position or future prospects of the Company, the Offeror, the Offeror Concert Group or any of their respective subsidiaries and associates.

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 residents 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 advisers.

### PRINCIPAL TERMS OF THE OFFER

As at the Latest Practicable Date, the Company had 1,356,250,000 Shares in issue. Save for the 985,162,771 Shares already owned by the Offeror and assuming there is no change of issued share capital of the Company from the Latest Practicable Date and up to the Closing Date, 371,087,229 Shares are subject to the Offer.

BOCOM Securities is, for and on behalf of the Offeror and in compliance with the Takeovers Code, making the Offer to acquire all the Offer Shares (other than those already owned or agreed to be acquired by the Offeror and/or parties acting in concert with it) on the following basis:

**Offer Price for each Offer Share ..... HK\$0.05714 in cash**

The Offer Price of HK\$0.05714 per Offer Share under the Offer is equivalent to the acquisition price per Share of the acquisition of 985,162,771 Sale Shares by the Offeror, which was agreed between the Offeror and the Vendor after arm's length negotiations, taking into account (i) the historical operating and financial performance of the Group; (ii) the historical and recent trading prices of the Shares; and (iii) the current market conditions.

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 shall be acquired free from all encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the Despatch Date.

## LETTER FROM RAINBOW CAPITAL

The Company confirmed that as at the Latest Practicable Date, the Company did not have any declared and unpaid dividend and did not have any intention to make, declare or pay any future dividend or make other distributions or any return of capital until the close of the Offer.

Further details of the Offer including, among other things, the expected timetable and the terms and procedures for acceptance of the Offer are set out in the sections headed “Expected timetable”, “Letter from BOCOM Securities” and “Appendix I — Procedures for Acceptance of the Offer” to this Composite Document and the Form of Acceptance.

### PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation with regard to the Offer, we have taken into account the following principal factors and reasons:

#### 1. Background information of the Group

The Company is an investing holding company. The Group is principally engaged in the provision of system development services and short messaging services and trading of hardware. With reference to the 2024 Annual Report, the Group had shifted the focus of its business to the operation of information technology systems from the development of such systems and trading of hardware and started diversifying into the business of value-added services such as short messaging services in FY2024.

Set out below is a summary of the consolidated financial information of the Group for the years ended 31 March 2023, 2024 and 2025 (“FY2023”, “FY2024” and “FY2025”, respectively) as extracted from the 2024 Annual Report and the 2025 Annual Report:

##### (i) Financial performance

	<b>FY2023</b> <i>HK\$'000</i> (audited)	<b>FY2024</b> <i>HK\$'000</i> (audited)	<b>FY2025</b> <i>HK\$'000</i> (audited)
<b>Revenue</b>	<b>18,290</b>	<b>16,152</b>	<b>39,553</b>
— System development services	14,418	3,976	3,994
— Consultancy services	994	—	—
— Sales of hardware	2,878	929	239
— Short messaging service fee	—	11,247	35,320
<b>Gross profit</b>	<b>1,820</b>	<b>761</b>	<b>742</b>

# LETTER FROM RAINBOW CAPITAL

	<b>FY2023</b> <i>HK\$'000</i> (audited)	<b>FY2024</b> <i>HK\$'000</i> (audited)	<b>FY2025</b> <i>HK\$'000</i> (audited)
Other income	1,593	1,412	6
Gain on disposal of a subsidiary	—	19,286	—
Distribution costs	(48)	(89)	(75)
Administrative expenses	(18,812)	(13,928)	(10,727)
Impairment loss on financial assets	(427)	(1,066)	(2,126)
Impairment loss recognised on plant and equipment	—	—	(60)
Impairment loss recognised on right-of-use assets	—	—	(1,212)
Impairment loss recognised on intangible assets	—	—	(12)
Finance costs	(966)	(478)	(103)
<b>(Loss)/profit before taxation</b>	<b>(16,840)</b>	<b>5,898</b>	<b>(13,567)</b>
Income tax expenses	—	—	—
<b>(Loss)/profit attributable to the Shareholders</b>	<b>(10,108)</b>	<b>6,604</b>	<b>(13,410)</b>

## *FY2024 as compared to FY2023*

The Group's revenue decreased by approximately 11.7% from approximately HK\$18.3 million for FY2023 to approximately HK\$16.2 million for FY2024, primarily attributable to the combined effects of the decrease in revenue from system development services by approximately HK\$10.4 million and the increase in revenue from short messaging service fee by approximately HK\$11.2 million, as a result of the Group's business strategy to shift its focus to the operation of information technology systems from the development of such systems and to diversify into the business of value-added services.

In line with the decrease in revenue, the Group's gross profit decreased by approximately 58.2% from approximately HK\$1.8 million for FY2023 to approximately HK\$0.8 million for FY2024.

Despite the decrease in revenue and gross profit, the Group recorded a turnaround from loss attributable to the Shareholders of approximately HK\$10.1 million for FY2023 to profit attributable to the Shareholders of approximately HK\$6.6 million. Such turnaround was primarily attributable to (a) the recognition of gain on disposal of a subsidiary to an independent third party of approximately HK\$19.3 million; and (b) the decrease in administrative expenses by approximately HK\$4.9 million as a result of the decrease in employee expenses and the decrease in depreciation on fixed assets and leasehold improvement.

## LETTER FROM RAINBOW CAPITAL

### *FY2025 as compared to FY2024*

The Group's revenue increased significantly by approximately 144.9% from approximately HK\$16.2 million for FY2024 to approximately HK\$39.6 million for FY2025, primarily attributable to the increase in revenue from short messaging service ("SMS") fee by approximately HK\$24.1 million as a result of the Group's continuous efforts in expanding its business of SMS for businesses by signing more contracts to provide such services and to provide relevant technologies that enable SMS for businesses. For FY2025, the Group has secured (a) two more contracts with an information technology company to provide standardised products and services that enable the adoption of big data technology in SMS as well as to provide SMS through a branch of a major telecommunications carrier of China in Guangdong province; (b) one contract with another information technology firm to provide SMS for businesses; and (c) one contract to provide both an SMS channel and SMS through such channel for another information technology company.

Despite the increase in revenue, the Group's gross profit decreased slightly by approximately 2.5% from approximately HK\$761,000 for FY2024 to approximately HK\$742,000 for FY2025 as a result of the decrease in the Group's monthly short messaging service fees per project in order to maintain its competitiveness.

The Group recorded a change from profit attributable to the Shareholders of approximately HK\$6.6 million for FY2024 to loss attributable to the Shareholders of approximately HK\$13.4 million for FY2025. Such change was primarily attributable to (a) the recognition of gain on disposal of a subsidiary to an independent third party of approximately HK\$19.3 million for FY2024, which was non-recurring in FY2025; (b) the decrease in other income by approximately HK\$1.4 million, mainly due to that the Group received a gain on litigation claim of approximately HK\$1.0 million for FY2024 as a result of a legal case on 20 November 2023 between the Group and an independent third party and such gain was non-recurring for FY2025; and (c) the increases in impairment loss on financial assets and impairment loss recognised on right-of-use assets by approximately HK\$1.1 million and HK\$1.2 million, respectively, which was partially offset by the decrease in administrative expenses by approximately HK\$3.2 million mainly due to the decreases in travel expenses, employee expenses and consulting services fee as a result of the Group's implementation of strict cost control strategy.

# LETTER FROM RAINBOW CAPITAL

## (ii) *Financial position*

	As at 31 March		
	2023	2024	2025
	HK\$'000	HK\$'000	HK\$'000
	(audited)	(audited)	(audited)
<b>Non-current assets, including:</b>	<b>1,977</b>	<b>969</b>	<b>153</b>
— Plant and equipment	345	272	153
— Right-of-use assets	1,631	697	—
<b>Current assets, including:</b>	<b>32,656</b>	<b>14,752</b>	<b>15,101</b>
— Trade and other receivables	20,105	11,770	13,030
— Bank balances and cash	3,493	2,742	1,839
<b>Total assets</b>	<b>34,633</b>	<b>15,721</b>	<b>15,254</b>
<b>Current liabilities, including:</b>	<b>47,195</b>	<b>17,402</b>	<b>17,581</b>
— Trade and other payables	20,760	16,663	16,945
— Lease liabilities	790	724	621
<b>Net current liabilities</b>	<b>(14,539)</b>	<b>(2,650)</b>	<b>(2,480)</b>
<b>Non-current liabilities, including:</b>	<b>811</b>	<b>—</b>	<b>12,625</b>
— Loan from a shareholder	—	—	7,232
— Other payables	—	—	4,800
<b>Total liabilities</b>	<b>48,006</b>	<b>17,402</b>	<b>30,206</b>
<b>Net deficit</b>	<b>(13,373)</b>	<b>(1,681)</b>	<b>(14,952)</b>

As at 31 March 2025, total assets of the Group amounted to approximately HK\$15.3 million, mainly consisting of (a) trade and other receivables of approximately HK\$13.0 million; and (b) bank balances and cash of approximately HK\$1.8 million.

As at 31 March 2025, total liabilities of the Group amounted to approximately HK\$30.2 million, mainly consisting of (a) trade and other payables of approximately HK\$21.7 million, including amounts due to Ms. Ho Ching, an executive Director, of approximately HK\$4.8 million, which was waived by Ms. Ho Ching on 25 August 2025 by way of a deed of waiver; and (b) loan from a shareholder (i.e. the Vendor) of approximately HK\$7.2 million, which, along with an additional loan of approximately HK\$3.4 million provided by the Vendor subsequent to 31 March 2025 and accrued interests of approximately HK\$0.2 million, was waived by the Vendor together on 25 August 2025 by way of a deed of waiver.

## LETTER FROM RAINBOW CAPITAL

Resulting from the Group's disposal of a subsidiary in FY2024 which has disposed of net liabilities of approximately HK\$23.9 million accordingly, the Group's net deficit decreased from approximately HK\$13.4 million as at 31 March 2023 to approximately HK\$1.7 million as at 31 March 2024. However, as a result of the increases in loan from a shareholder and trade and other payables during the year, the Group's net deficit increased from approximately HK\$1.7 million as at 31 March 2024 to approximately HK\$15.0 million as at 31 March 2025.

### *(iii) Overall comment*

In the past several years, the Group has been pursuing a prudent development strategy while diversifying its business. The Group has strategically shifted its business focus to the operation of information technology systems from the development of such systems. For instance, the Group started diversifying into the business of value-added services such as short messaging services for businesses in the second half of 2022 by cooperating with an information technology company in providing a multimedia short messaging service for businesses. Accordingly, the Group's total revenue has increased from approximately HK\$18.3 million for FY2023 to approximately HK\$39.6 million for FY2025.

Despite such revenue growth, the Group has recorded loss attributable to the Shareholders of approximately HK\$10.1 million and HK\$13.4 million for FY2023 and FY2025, respectively, primarily attributable to the low gross profit margins recorded by the Group, which amounted to approximately 10.0%, 4.7% and 1.9% for the three years ended 31 March 2025, respectively. The Group recorded profit attributable to the Shareholders of approximately HK\$6.6 million for FY2024, mainly due to the recognition of gain on disposal of a subsidiary of approximately HK\$19.3 million. If excluding such one-off gain, the Group would record loss attributable to the Shareholders of approximately HK\$12.7 million for FY2024, indicating the Group's deteriorated financial performance over the past three years.

As disclosed in the 2025 Annual Report, the Group will adhere to its prudent approach to development so that it will be able to conduct business diversification while strengthening its business fundamentals. The Group will focus its resources and efforts on developing businesses in traditional, well-established information technology industries that can generate stable income. For instance, the Group will upgrade and adapt the relevant technologies for voice messaging for marketing or notification, which is another value-added service under the Group's SMS business segment that the Group is preparing to diversify into. The Group expects to sign a contract in the second half of 2025 to provide voice messaging.

Taking into account (a) that the Group had been loss-making for years; and (b) the financial pressure of the Group as evidenced by its net current liabilities and net deficit positions as at 31 March 2023, 2024 and 2025, we consider the Group's prospect to be uncertain in the short term.

## LETTER FROM RAINBOW CAPITAL

The Group had net current liabilities and net liabilities of approximately HK\$2.5 million and HK\$15.0 million respectively as at 31 March 2025. Based on the independent auditor's report of the Company for FY2025, the independent auditor of the Company was of the view that these conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Their opinion is not modified in respect of this matter. Please refer to Appendix II to this Composite Document for further details of the material uncertainties relating to going concern.

Given that (i) the Vendor and Ms. Ho Ching have waived the loans of approximately HK\$10.9 million and HK\$4.8 million owed by the Company to them, respectively; and (ii) the Offeror will conduct a detailed review of the business operations and financial position of the Group upon the close of the Offer and consider the provision of shareholder loan to the Group, we are of the view that the Group will be able to finance its working capital, and that such material uncertainties relating to going concern would not have any material implication on the Offer and the Company. Pursuant to Note 3 to Rule 2 of the Takeovers Code, we would like to draw the attention of the Independent Shareholders to the material uncertainties relating to going concern. The Independent Shareholders are advised to take into account the foregoing and consider carefully the Offer. If the Independent Shareholders decide not to accept the Offer, they should be aware of the potential risks associated with the material uncertainties relating to going concern.

### 2. Industry overview

The Group is principally engaged in the provision of system development services and short messaging services and trading of hardware. With reference to the 2025 Annual Report, the provision of short messaging services is the largest revenue stream of the Group, accounting for approximately 89.3% of the Group's total revenue for FY2025. System development services and sales of hardware accounted for approximately 10.1% and 0.6% of the Group's total revenue for FY2025, respectively.

In recent years, the market size of the Chinese short messaging services market has shown a steady upward trend. According to the Ministry of Industry and Information Technology of the PRC (source: [https://www.gov.cn/lianbo/bumen/202501/content\\_7003010.htm](https://www.gov.cn/lianbo/bumen/202501/content_7003010.htm)), the number of short messages sent through mobile phones in the PRC increased from approximately 1,506.6 billion in 2019 to approximately 2,016.2 billion in 2024, representing a cumulative annual growth rate ("CAGR") of approximately 6.0% during the period. In particular, the number of short messages sent through mobile phones in the PRC recorded a year-on-year growth rate of approximately 7.9% in 2024, demonstrating the strong demand on short messaging services in the PRC.

The Chinese short messaging services market is expected to further grow with the development in artificial intelligence ("AI") and big data. Such trends can enable AI-generated content and delivery of messages to target audience with precision. There will be even wider application of short messaging services for businesses in sectors such as financial service, e-commerce and logistics. In addition, the significant progress and breakthroughs in AI, has become a key driving force behind industrial upgrading and economic transformation.



## LETTER FROM RAINBOW CAPITAL

According to the Opinions on Deepening the Implementation of the Artificial Intelligence Plus Action (國務院關於深入實施“人工智能+”行動的意見) released by the State Council on 26 August 2025 (source: [https://www.gov.cn/zhengce/content/202508/content\\_7037861.htm](https://www.gov.cn/zhengce/content/202508/content_7037861.htm)), China has stepped up its effort to develop AI which fits in its plan to integrate digital technologies with real economy. The ongoing intelligentisation and digital transformation of the Chinese industries and the shift of focus to high-quality economic development have presented opportunities for information system solution providers who possess expertise in AI services and solutions and robotic process automation, and adopt it in traditional information technology industries such as short messaging services for businesses.

The Group's short messaging services business is mainly about providing its customers with the access to the SMS cloud service platform (the “**SMS Cloud Platform**”) hosted on Alibaba Cloud for sending, transmission and reception of short messages. The Group shall be responsible for the stable operation and maintenance of the SMS Cloud Platform, the stable transmission of text messages data via the SMS Cloud Platform as well as data screening and data protection. With access to the SMS Cloud Platform, the Group's customers can utilise such platform to create, manage and disseminate large volume of short messages in different styles and formats (such as customised news, stock market information, picture and ringtone downloads, interesting stories and jokes, text message chat, replies to enquiries, after-sales service and verification code) to their target end customers. The development of AI can facilitate the generation of high-converting SMS content and the automation tools powered by AI could handle repetitive tasks, such as scheduling messages, segmenting audiences and handle instant support and voice reply on customer enquiries in real time, which can enhance efficiency and save costs of the Group's SMS business.

In respect of system development services business, according to IBISWorld (source: <https://www.ibisworld.com/china/industry/software-development/817/>), the strong demand from downstream software users and the government, along with solid pricing, have supported the Chinese software development industry to increase at a CAGR of approximately 8.5% over the five years through 2025 to approximately US\$675.2 billion. The Chinese government has introduced a series of favourable policies to encourage and support the development of software and information technology service industries. For instance, the 14th Five-Year Development Plan for the Software and Information Technology Services Sector (“十四五”軟件和信息技術服務業發展規劃) released by the Ministry of Industry and Information Technology of the PRC (source: <https://www.gov.cn/zhengce/zhengceku/2021-12/01/5655205/files/a44b507d67c74591ad4f5e55b98c4518.pdf>) has listed out significant goals for the software and information technology services sector, aiming to achieve breakthroughs in core technologies, develop more than one million industrial applications by 2025, foster a competitive edge in software for key industries like finance and construction, and cultivate large-size companies and open source communities with international influence. In view of the government support and technology advancement, the Chinese software development industry is expected to further grow at a CAGR of approximately 6.5% from 2025 to 2030. Given that IBISWorld is an independent global company founded in 1971, providing industry research on thousands of industries worldwide with over 400 employees, we consider its industry research to be reliable.



## LETTER FROM RAINBOW CAPITAL

As advised by the management of the Group, the Group's system development and sales of hardware businesses are subject to the requirement of obtaining business licenses only. On the other hand, the Group's SMS business is subject to the regulation of, among others, the Cyber Security Law of the PRC (《中華人民共和國網絡安全法》), the Data Security Law of the PRC (《中華人民共和國數據安全法》), the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》) and the Regulations on the Administration of Short Message Services (《通信短信息服务管理规定》) and is required to obtain the Business License for Value-added Telecommunications Business (增值電信業務經營許可證), the Telecommunications Network Number Resource Use Certificate (電信網碼號資源使用證書), the business license with business scope containing telecommunications business, value-added telecommunications business, information service business and other related content and the direct cooperation authorisation from the three major telecommunications carriers of China. The Group confirmed its business operations have complied with the aforesaid PRC regulations and it has obtained the aforesaid necessary licenses and certificate for operating the SMS business.

Taking into account (i) the historical strong demand on the short messaging services in the PRC; (ii) the development of AI and big data which are expected to positively impact the Chinese short messaging services market; and (iii) the favourable Chinese government policies to encourage and support the development of software and information technology service industries, we consider the Chinese short messaging services and system development services markets in the coming years to be positive.

Having considered that the Group's revenue from sales of hardware has decreased from approximately HK\$0.9 million for FY2024 to approximately HK\$0.2 million for FY2025 and sales of hardware only accounted for approximately 5.8% and 0.6% of the Group's total revenue for FY2024 and FY2025, respectively, we are of the view that the prospect of hardware trading market in the PRC will not materially impact the Group's business and financial performance.

### **3. Information on the Offeror and its intention regarding the Group**

Details on the information on the Offeror and its intention regarding the Group are set out in the sections headed "Information regarding the Offeror and Offeror Concert Group", "The Offeror's intention on the Company", "Proposed change to the Board composition of the Company" and "Public float and maintaining the listing status of the Company" in the "Letter from BOCOM Securities" in this Composite Document, which are summarised as follows:

#### ***(i) Information on the Offeror***

The Offeror is a company incorporated in Hong Kong with limited liability. As at the Latest Practicable Date, it was held as to 51.0% by Mr. Pu Jian, 39.0% by Ms. Chen Zhengfen, and 10.0% by Ms. Zhang Min. The principal activity of the Offeror is investment holding, and the Offeror was established on 12 August 2024 solely for the purpose of holding the Company upon Completion.

## LETTER FROM RAINBOW CAPITAL

Mr. Pu Jian, aged 42, is the sole director of the Offeror. He was the general manager of Chengdu Peak Synergy Enterprise Management Center (Limited Partnership)\* (成都巔峰共創企業管理中心(有限合夥)) (“**Chengdu Peak Synergy**”) from 2015 to 2019. He established Sichuan Chengdu Coolxuan Technology Co., Ltd.\* (四川城市酷選科技有限公司) (“**Sichuan City Coolxuan**”) in 2019, which is held as to 51% by Mr. Pu and 49% by Sichuan Dianfeng Gongchuang Network Technology Co., Ltd.\* (四川巔峰共創網路科技有限公司) (“**Sichuan Dianfeng**”) as at the Latest Practicable Date. Sichuan City Coolxuan is principally engaged in internet-related services such as technical services, technical consulting and internet sales. In particular, it focuses on providing SaaS marketing software to small and medium-sized merchants, which is aimed at assisting the digitalization of merchants’ business by providing ordering, payment processing, marketing and customer data analysis. Sichuan City Coolxuan has been recognized as a National High-Tech Enterprise (國家級高新技術企業) and obtained the National High-Tech Enterprise certification (國家級高新技術企業認證). Mr. Pu was also appointed as a mentor for the School of International Studies at Jincheng College of Sichuan University in 2020. He obtained a certificate in “the rise and impact of digital economy” (數字經濟的崛起和影響) in 2024 from Shandong University (山東大學). Mr. Pu Jian is the spouse of Ms. Zhang Min and the son of Ms. Chen Zhengfen.

Ms. Chen Zhengfen, is the general partner of Chengdu Peak Synergy which was established in 2015 and is principally engaged in providing business services, including business management consulting services, business information consulting and advertising services. She is also the sole shareholder of Sichuan Dianfeng which was established in 2015 and is principally engaged in research and development in network technologies, including but not limited to developing online marketing, payment, and financial systems for merchants. Ms. Chen Zhengfen is the mother of Mr. Pu Jian and the mother-in-law of Ms. Zhang Min.

Ms. Zhang Min, joined Sichuan City Coolxuan in 2019 and became its operations director in December 2024. Ms. Zhang Min is the spouse of Mr. Pu Jian and the daughter-in-law of Ms. Chen Zhengfen.

Mr. Pu Jian, Ms. Chen Zhengfen and Ms. Zhang Min’s knowledge, business background and experience in network technologies, SaaS marketing software and technical services are expected to bring complementary expertise, experiences, resources and customer networks to the Group’s existing business (such as the system development service business) and broaden its customer base, where the Group can leverage their past experience and expertise in developing software systems and SMS business with focus on the data analytics and marketing tools in co-developing the SaaS marketing software business with the Offeror, which may create synergy with and bring new business opportunities for the Group’s existing businesses.

***(ii) Intention of the Offeror regarding the Group***

***(a) Business***

As set out in the “Letter from BOCOM Securities” in this Composite Document, it is the intention of the Offeror that the Company will continue to focus on the development of its existing businesses in the system development services, trading of hardware and short messaging service fee. Upon the close of the Offer, the Offeror will conduct a detailed review of the business operations and financial position of the Group for the purpose of formulating a sustainable business plan and strategy for the Group’s long-term development. Subject to the results of the aforesaid review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance long-term growth potential of the Company.

Notwithstanding the above, as at the Latest Practicable Date, no investment or business opportunity has been identified by the Offeror nor had the Offeror entered into any agreement, arrangements, understandings or negotiation in relation to the injection of any assets or business into the Group, nor did the Offeror have any intention to acquire new businesses, downsize the Group’s existing businesses or conduct any fundraising, and, save for the proposed changes to the members of the Board as detailed in the sub-section headed “(b) Board composition” below, the Offeror has no intention to discontinue the employment of the employees or to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business. It is the intention of the Offeror that certain key personnel of the Company shall continue his/her employment in the Company for at least 12 months upon Completion.

***(b) Board composition***

As at the Latest Practicable Date, the Board is made up of three executive Directors, being Mr. Wang, Ms. Ho Ching and Mr. Chen Hua, and three independent non-executive Directors, being Mr. Lau Chor Ki, Mr. Tse Yee Hin, Tony and Mr. Wong Kin Kee.

To minimize any potential disruptions to the business and day-to-day operations of the Group due to the Proposed Transaction contemplated under the Share Purchase Agreement, it is proposed that Mr. Wang will remain as executive Director, and Mr. Tung Tat Chiu, Michael will remain as the company secretary of the Company upon Completion. It is intended that save for Mr. Wang, all other existing Directors will resign from the Company at the earliest time permitted under the Takeovers Code. Nonetheless, the Offeror intends to nominate not less than five Director(s) to the Board with effect from the earliest time permitted under the Takeovers Code. As at the Latest Practicable Date, the Offeror has not reached any final decision as to who will be nominated as new Director(s). Any changes to the members of the Board will be made in compliance with the Takeovers Code and/or the GEM Listing Rules and further announcement(s) will be made as and when appropriate.

## LETTER FROM RAINBOW CAPITAL

### *(c) Maintenance of the Company's listing status*

As stated in “Letter from BOCOM Securities” in this Composite Document, the Offeror intends the Company to remain listed on the Stock Exchange. The director of the Offeror 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.

#### **4. Offer Price comparison**

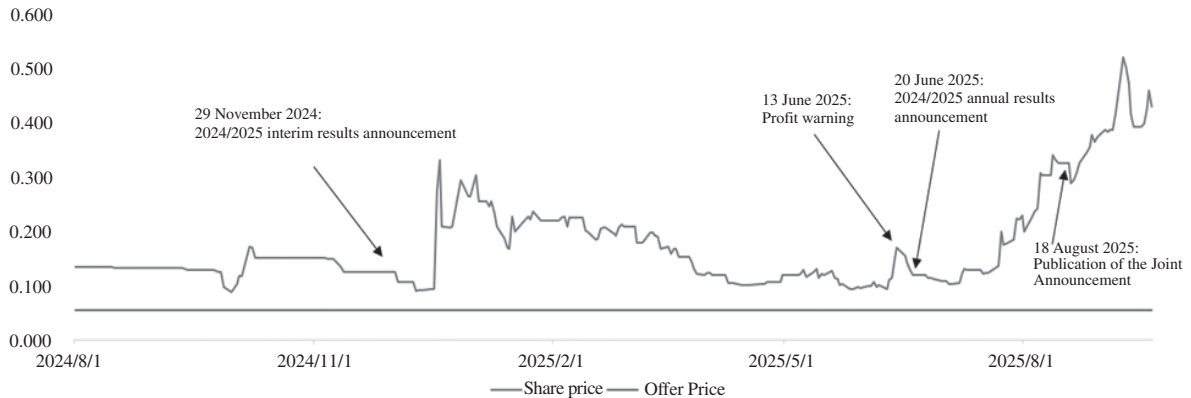
The Offer Price of HK\$0.05714 per Offer Share represents:

- (i) a discount of approximately 87.4% to the closing price of HK\$0.455 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 83.4% to the closing price of HK\$0.345 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 83.6% to the average closing price of approximately HK\$0.349 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Last Trading Day;
- (iv) a discount of approximately 82.2% to the average closing price of approximately HK\$0.321 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (v) a discount of approximately 74.1% to the average closing price of approximately HK\$0.221 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days immediately prior to and including the Last Trading Day; and
- (vi) a premium of approximately HK\$0.05812 over the audited consolidated net liabilities per Share attributable to owners of the Company of approximately HK\$0.00098 per Share as at 31 March 2025, based on a total of 1,356,250,000 Shares in issue as at the Latest Practicable Date and the audited consolidated net liabilities attributable to owners of the Company of approximately HK\$1,332,000 as at 31 March 2025.

## 5. Trading performance of the Shares

### (i) *Historical Share price performance*

Set out below is a chart showing the movement of the closing prices of the Shares as quoted on the Stock Exchange from 1 August 2024 to the Latest Practicable Date (the “**Review Period**”). We consider the Review Period is adequate to reflect the general market sentiment and illustrates the general trend and level of movement of the daily closing price of the Shares.



*Source: the website of the Stock Exchange*

As shown above, the closing prices of the Shares during the Review Period, ranging from HK\$0.093 to HK\$0.550, were above the Offer Price.

The closing price of the Shares fluctuated between HK\$0.093 and HK\$0.182 during the period from 1 August 2024 to 17 December 2024 and surged to HK\$0.350 on 19 December 2024. The Share price then generally trended downwards and closed at HK\$0.099 on 9 June 2025. Since 7 July 2025, the Share price has rebounded sharply and closed at HK\$0.345 on the Last Trading Day. We have made enquiries with the management of the Company and are not aware of any information that caused the surge in the Share price during the periods from 17 to 19 December 2024 and from 7 July 2025 to the Last Trading Day.

Following the publication of the Joint Announcement, the Share price dropped to HK\$0.305 on 19 August 2025 and continued to increase since then. The Share price remained above the Offer Price and closed at HK\$0.455 as at the Latest Practicable Date, to which the Offer Price represents a discount of approximately 87.4%.

Taking into account the discounts represented by the Offer Price to the closing prices of the Shares during the Review Period, we consider that the Offer Price is not fair and reasonable so far as the Independent Shareholders are concerned.

# LETTER FROM RAINBOW CAPITAL

## (ii) *Liquidity of the Shares*

The following table sets out the average daily trading volume of the Shares for each month or period and the percentages of such average daily trading volume to the total number of Shares in issue and held by the public during the Review Period.

	Number of trading days (Note 1)	Approximate average daily trading volume	Approximate percentage of average daily trading volume to total number of Shares in issue (Note 2)	Approximate percentage of average daily trading volume to total number of Shares held by the public (Note 3)
<b>2024</b>				
August	22	91	0.0000%	0.0000%
September	19	31,684	0.0023%	0.0085%
October	21	98,952	0.0073%	0.0267%
November	21	5,048	0.0004%	0.0014%
December	20	849,490	0.0626%	0.2292%
<b>2025</b>				
January	19	137,895	0.0102%	0.0372%
February	20	161,500	0.0119%	0.0436%
March	21	191,048	0.0141%	0.0515%
April	19	76,316	0.0056%	0.0206%
May	20	339,600	0.0250%	0.0916%
June	21	354,667	0.0262%	0.0957%
July	22	637,545	0.0470%	0.1720%
August	21	1,004,857	0.0741%	0.2711%
From 1 September to the Latest Practicable Date	15	1,329,467	0.0980%	0.3586%

Source: the website of the Stock Exchange

Notes:

1. Number of trading days of the Shares represents number of trading days during the month or period which excludes any trading day on which trading of the Shares on the Stock Exchange was suspended.
2. Based on the total number of the Shares in issue at the end of each month or period as disclosed in the monthly returns of the Company.
3. Based on the number of Shares held by public Shareholders as calculated by deducting the Shares held by the Vendor and the Director(s) from the total number of the Shares in issue at the end of each month or period.

## LETTER FROM RAINBOW CAPITAL

As illustrated in the table above, the trading of the Shares was generally inactive during the Review Period. The average daily trading volume for the respective months during the Review Period ranged from approximately 91 Shares in August 2024 to approximately 1,329,467 Shares in the period from 1 September 2025 to the Latest Practicable Date, representing approximately 0.0000% to 0.0980% of the total number of the Shares in issue and approximately 0.0000% to 0.3586% of the total number of the Shares held by the public, respectively.

Given the historical thin liquidity of the Shares, it may be difficult for the Independent Shareholders to dispose of a significant number of the Shares on the market in a short period of time without exerting downward pressure on the Share price. The Independent Shareholders are recommended to closely monitor the Share price and trading volume of the Shares during the Offer Period. If the Independent Shareholders wish to dispose of a significant number of the Shares, which may cause the Share price to fall and result in the sale proceeds being lower than the proceeds receivable from the Offer, they should consider accepting the Offer.

### 6. Comparable analysis

The Group is principally engaged in the provision of short messaging service in the PRC. In evaluating the fairness and reasonableness of the Offer Price, we have searched comparable companies on Bloomberg based on the following selection criteria: (i) companies are listed on the Stock Exchange; and (ii) companies are principally engaged in the provision of short messaging service in the PRC, accounting for over 50% of their revenue, which is comparable to that of the Group for FY2025. Based on the aforesaid criteria, we only identified one comparable company, namely Beijing Xunzhong Communication Technology Co., Ltd. (2597.HK). Due to the insufficient sample size, we have widened our selection criteria to include companies listed on other stock exchanges and identified an exhaustive list of five comparable companies (“**Comparable Companies**”).

Price-to-earnings (“**P/E(s)**”), price-to-book (“**P/B(s)**”) and price-to-sale (“**P/S(s)**”) are the three most commonly used benchmarks in valuing a company. Given that (i) the Group was loss making for FY2025; and (ii) the Group recorded net liabilities position as at 31 March 2025, we have adopted P/S in valuing the Group. Based on (i) the Offer Price of HK\$0.05714 per Offer Share; (ii) 1,356,250,000 Shares in issue as at the Latest Practicable Date; and (iii) the Group’s revenue of approximately HK\$39.6 million, the P/S implied by the Offer Price is approximately 2.0 times (the “**Implied P/S**”).



## LETTER FROM RAINBOW CAPITAL

The following table set out the details of the Comparable Companies:

Company name (stock code)	Principal activities	Market capitalisation on the Last Trading Day (HK\$ million)	P/S on the Last Trading Day (times)
Montnets Cloud Technology Group Co., Ltd (002123.CH)	Provision of cloud communication services in the PRC. The group's cloud communication services include providing enterprises with platform-as-a-service communication capabilities, including short messages, fifth-generation mobile networks messages, voice, etc.	13,330	2.8
Wutong Holding Group Co., Ltd (300292.CH)	Provision of enterprise mobile information services in the PRC. The group provides one-stop solutions for mobile information services.	7,526	1.6
Beijing Waluer Information Technology Co., Ltd. (301380.CH)	Provision of mobile internet application technology and information services in the PRC. The group's products include domestic and international short messaging services, 5G messages, video messages, AI voice robot outbound calls, privacy numbers and one-click login, etc.	4,349	4.0
Wuxi Online Offline Communication Information Technology Co., Ltd. (300959.CH)	Provision of mobile information services and digital marketing services in the PRC. The group provides comprehensive enterprise short messaging services.	4,206	3.4
Beijing Xunzhong Communication Technology Co., Ltd. (2597.HK)	Provision of cloud-based communication service in the PRC. The group's cloud-based communication platform enables customers to access messaging services for sending text and rich communication services messages.	1,633	1.6
		Maximum	4.0
		Minimum	1.6
		Average	2.7
		Median	2.8
<b>The Company</b>		467.9	2.0 (Note 1)

*Source: Bloomberg and financial reports of the Comparable Companies*

*Note:*

1. Being the Implied P/S.



## LETTER FROM RAINBOW CAPITAL

As shown in the table above, the P/S of the Comparable Companies ranged from approximately 1.6 times to approximately 4.0 times, with an average and median of approximately 2.7 times and 2.8 times respectively. The Implied P/S of 2.0 times is within the range of the P/S of the Comparable Companies and is lower than the average and median P/S of the Comparable Companies.

Independent Shareholders should note that each of the Comparable Companies recorded net profits and net assets in the latest financial year, and that their market capitalisations were higher than that of the Company. The stock exchanges on which companies are listed may also affect their valuations, making them not comparable. As set out in the table above, save for Beijing Xunzhong Communication Technology Co., Ltd., other Comparable Companies are listed on Shenzhen Stock Exchange. According to the statistics of the Stock Exchange ([www.hkex.com.hk/Mutual-Market/Stock-Connect/Statistics/Hong-Kong-and-Mainland-Market-Highlights](http://www.hkex.com.hk/Mutual-Market/Stock-Connect/Statistics/Hong-Kong-and-Mainland-Market-Highlights)), on the Last Trading Day, companies listed on the Main Board of the Stock Exchange had an average P/E ratio of approximately 14.81 times while companies listed on Shenzhen Stock Exchange had an average P/E ratio of approximately 29.07 times. Despite having similar businesses, the Company and the Comparable Companies may not be comparable in term of stock exchange on which they are listed, market capitalisation, assets size and financial performance. Therefore, the above comparable analysis is for Independent Shareholders' reference only and the Independent Shareholders are suggested to place more emphasis on our other analysis in this letter.

### RECOMMENDATION

We consider that the Offer, including the Offer Price of HK\$0.05714 per Offer Share, is not fair and reasonable so far as the Independent Shareholders are concerned after taking into account the above principal factors and reasons as a whole, in particular:

- (i) The closing prices of the Shares during the Review Period, ranging from HK\$0.093 to HK\$0.550, were above the Offer Price. The Share price closed at HK\$0.455 as at the Latest Practicable Date, to which the Offer Price represents a discount of approximately 87.4%;
- (ii) The market size of the Chinese short messaging services market has shown a steady upward trend. The development of AI and big data are expected to positively impact the Chinese short messaging services market. In addition, the Chinese government has introduced a series of favourable policies to encourage and support the development of software and information technology service industries;
- (iii) Mr. Pu Jian, Ms. Chen Zhengfen and Ms. Zhang Min's knowledge, business background and experience in network technologies, SaaS marketing software and technical services are expected to bring complementary expertise, experiences, resources and customer networks to the Group's existing business (such as the system development service business) and broaden its customer base, where the Group can leverage their past experience and expertise in developing software systems and SMS business with focus on the data analytics and marketing tools in

## LETTER FROM RAINBOW CAPITAL

co-developing the SaaS marketing software business with the Offeror, which may create synergy with and bring new business opportunities for the Group's existing businesses; and

- (iv) Given that (a) the Vendor and Ms. Ho Ching have waived the loans of approximately HK\$10.9 million and HK\$4.8 million owed by the Company to them, respectively; and (b) the Offeror will conduct a detailed review of the business operations and financial position of the Group upon the close of the Offer and consider the provision of shareholder loan to the Group, we are of the view that the Group will be able to finance its working capital, and that such material uncertainties relating to going concern as stated in the independent auditor's report of the Company for FY2025 would not have any material implication on the Offer and the Company.

We consider that the Group's businesses have a positive outlook in the coming years taking into account the factors (ii), (iii) and (iv) mentioned above and therefore the Independent Shareholders should not sell their Shares at the Offer Price which is significantly below the market price. Accordingly, we recommend the Independent Board Committee to advise, and we ourselves advise, the Independent Shareholders to not accept the Offer.

Given the historical thin liquidity of the Shares, the Independent Shareholders are recommended to closely monitor the Share price and trading volume of the Shares during the Offer Period. If the Independent shareholders wish to dispose of a significant number of the Shares, which may cause the Share price to fall and result in the sale proceeds being lower than the proceeds receivable from the Offer, they should consider accepting the Offer.

Yours faithfully,  
For and on behalf of  
**Rainbow Capital (HK) Limited**  
**Larry Choi**  
*Managing Director*

*Mr. Larry Choi is a licensed person and a responsible officer of Rainbow Capital (HK) Limited registered with the Securities and Futures Commission to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO. He has over 10 years of experience in the corporate finance industry.*

## 1. PROCEDURES FOR ACCEPTANCE OF THE OFFER

To accept the Offer, you should complete and sign the accompanying **WHITE** Form of Acceptance in accordance with the instructions printed thereon, which instructions form part of the terms of the Offer. You should insert the total number of Shares for which the Offer is accepted. If no number is inserted in the box title “Number of Share(s) to be transferred” or a number of Shares inserted is greater than the number of Shares held by you or inserted is greater than that represented by the certificate for Shares tendered for acceptance of the Offer, the form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the Registrar on or before the latest time for acceptance of the Offer. Your Shares sold to the Offeror by way of acceptance of the Offer will be registered under the name of the Offeror or its nominee.

By signing and returning the **WHITE** Form of Acceptance, you warrant to the Offeror Concert Group, BOCOM Securities, BOCOM (Asia), the Company, Rainbow Capital, the Registrar or any of their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offer that you have not taken or omitted to take any action which will or may result in the Offeror Concert Group, the Company, BOCOM Securities, BOCOM (Asia), Rainbow Capital, the Registrar or any of their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offer acting in breach of the legal or regulatory requirements of any territory in connection with the Offer or your acceptance thereof.

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 duly completed and signed **WHITE** Form of Acceptance 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, in an envelope marked “Quantum Thinking Limited — Offer”, as soon as possible, and, in any event no later than 4:00 p.m. on the Closing Date or such later time(s) and/or date(s) as the Offeror may determine and announce with the consent of the Executive in accordance with the Takeovers Code.

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 full or in part, you must either:

- (a) 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) with the nominee company, or other nominee, and with instructions authorising it to accept the Offer on your behalf and requesting it to deliver in an envelope marked “Quantum Thinking Limited — Offer” the duly completed and signed **WHITE** Form of Acceptance together with 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) for the number of Shares in respect of which you intend to accept the Offer to the Registrar no later than 4:00 p.m. on the Closing Date or such later time(s) and/or date(s) as the Offeror may determine and announce with the consent of the Executive in accordance with the Takeovers Code; or

- (b) arrange for the Shares to be registered in your name by the Company, through the Registrar, and send in an envelope marked “Quantum Thinking Limited — Offer” the duly completed and signed **WHITE** Form of Acceptance 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) to the Registrar no later than 4:00 p.m. on the Closing Date or such later time(s) and/or date(s) as the Offeror may determine and announce with the consent of the Executive in accordance with the Takeovers Code; or
- (c) 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 processing your instruction, and submit your instruction to your licensed securities dealer/registered institution in securities/custodian bank as required by them; or
- (d) if your Shares have been lodged with your Investor Participant’s account maintained with CCASS, authorise your instruction via the CCASS Phone System or CCASS Internet System before the deadline set by HKSCC Nominees Limited.

If the number of Share(s) shown in the share certificate is not wholly accepted by you, you shall apply to the Registrar for new share certificate(s) representing such number of Shares to be accepted and shown in the **WHITE** Form of Acceptance.

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 **WHITE** Form of Acceptance should nevertheless be duly completed and signed and delivered in an envelope marked “Quantum Thinking Limited — Offer” 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 other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares or that it/they is/are not readily available. If you find such document(s) or if it/they become(s) available, it/they should be forwarded to the Registrar as soon as possible thereafter.

If you have lost your 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 requesting a letter of

indemnity which, when completed in accordance with the instructions given, should be returned to the Registrar. The Offeror shall have the absolute discretion to decide whether any Shares in respect of which 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) is/are not readily available and/or is/are lost will be taken up by the Offeror.

If you have lodged transfer(s) of any of your Shares for registration in your name and have not received your share certificate(s) and you wish to accept the Offer in respect of your Shares, you should nevertheless complete and sign the **WHITE** Form of Acceptance and deliver it in an envelope marked “Quantum Thinking Limited — Offer” to the Registrar together with the transfer receipt(s) duly signed by you. Such action will be deemed to be an irrevocable authority to the BOCOM Securities and/or the Offeror 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 of the Offer, as if it/they were delivered to the Registrar with the **WHITE** Form of Acceptance.

An acceptance of the Offer may not be counted as valid unless:

- (a) it is received by the Registrar on or before 4:00 p.m. on the Closing Date or such time(s) and/or date(s) as the Offeror may determine and announce with the consent of the Executive in accordance with the Takeovers Code, and the Registrar has recorded that such acceptance and any relevant documents required by Note 1 to Rule 30.2 of the Takeovers Code under paragraph (b) below have been so received; and
- (b) the **WHITE** Form of Acceptance is duly completed and signed 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) and, if that/those 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) 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 you 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 Shareholder or his personal representatives (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 the other subparagraphs of this paragraph (b)); or
  - (iii) certified by the Registrar or the Stock Exchange.

If the **WHITE** Form of Acceptance is executed by a person other than the registered Shareholder, appropriate documentary evidence of authority (e.g. grant of probate or certified copy of a power of attorney) to the satisfaction of the Registrar must be produced.

No acknowledgment of receipt of any **WHITE** 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) will be given.

### **3. SETTLEMENT**

#### **Offer**

Provided that a valid **WHITE** 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 Hong Kong 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 no later than seven (7) Business days following 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.

Settlement of the consideration to which any accepting 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 Hong Kong 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 Shareholder.

Cheque(s) not presented for payment within six months from the date of issue of the relevant cheque(s) will not be honoured and be of no further effect, and in such circumstances, cheque holders should contact the Offeror for payment.

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

### **4. ACCEPTANCE PERIOD AND REVISIONS**

The Offer is made on 22 September 2025, being the Despatch Date of this Composite Document, and is capable of acceptance on and from this date until 4:00 p.m. on the Closing Date.

In order to be valid as acceptance for the Offer, the **WHITE** Form of Acceptance must be received by the Registrar (in respect of the Offer) 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.



The Offeror reserves the right to revise the terms of the Offer after the despatch of this Composite Document until such day as it may determine and in accordance with the Takeovers Code. If the Offeror revises the terms of the Offer, all the Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms. The execution by or on behalf of any Independent Shareholders who has previously accepted the Offer shall be deemed to constitute acceptance of the revised Offer unless such holder becomes entitled to withdraw his/her/its acceptance and duly does so.

If the Offer is extended or revised, the announcement of such extension or revision will state the next closing date or the Offer will remain open until further notice. In the latter case, at least 14 days' notice in writing will be given before the Offer is closed to the Independent shareholders who have not accepted the Offer, and an announcement will be released. The revised Offer will be kept open for at least 14 days thereafter.

If the Closing Date of the Offer is extended, any reference in this Composite Document and in the Form(s) 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.

## **5. ANNOUNCEMENTS**

As required by 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 expiry, revision and extension of the Offer. The Offeror must publish an announcement in accordance with the Takeovers Code on the Stock Exchange's website by 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer has been revised, extended or expired, amongst other information required under Rule 19.1 of the Takeovers Code. The announcement must state the following:

- (i) the total number of Shares and rights over Shares for which acceptances of the Offer have been received;
- (ii) the total number of Shares and rights over Shares held, controlled, or directed by the Offeror and/or parties acting in concert with it before the Offer Period;
- (iii) the total number of Shares and rights over Shares acquired/cancelled (as the case may be) or agreed to be acquired/cancelled (as the case may be) 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 Takeover Code) in which the Offeror and/or parties acting in concert with it have borrowed or lent, save for any borrowed Shares which have been either on-lent or sold.

The announcement will specify the percentages of voting rights represented by these numbers of Shares.



In computing the total number of Shares represented by acceptances, only valid acceptances that are in all respects complete, in good order and fulfill the acceptance conditions set out in this Appendix, and which have been received by the Registrar (in respect of the Offer) no later than 4:00 p.m. on the Closing Date, being the latest time and date for acceptance of the Offer unless the Offer is extended or revised with the consent of the Executive and in accordance with the Takeovers Code, shall be included.

As required under the Takeovers Code, all announcements in relation to the Offer will be made in accordance with the requirements of the GEM Listing Rules, where appropriate.

## **6. NOMINEE REGISTRATION**

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

## **7. RIGHT OF WITHDRAWAL**

Acceptance of the Offer tendered by Independent Shareholders shall be irrevocable and cannot be withdrawn, except in the circumstances set out below.

In the circumstances set out in Rule 19.2 of the Takeovers Code (which is to the effect that if the Offeror is unable to comply with any of the requirements of making announcements relating to the Offer as described under the paragraph headed “5. ANNOUNCEMENTS” above), the Executive may require that Independent Shareholders who have tendered acceptance of the Offer be granted a right of withdrawal, on terms acceptable to the Executive, until such requirements can be met.

In such case, the Offeror shall, at the Independent Shareholder(s)' own risk, as soon as possible but in any event no later than 7 Business days thereof, return by ordinary post the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof) lodged with the **WHITE** Form of Acceptance to the relevant Independent Shareholder(s).

## **8. WARRANTY**

Acceptance of the Offer by Independent Shareholders will be deemed to constitute a warranty by such person(s) to the Offeror that such Shares acquired under the Offer are sold or tendered by the Independent Shareholders free from all third party rights and together with all rights accruing and attached to them on the date of this Composite Document or subsequently becoming attached to it, including the rights to receive all dividends and distributions declared, made or paid, on or after the date of this Composite Document.

**9. HONG KONG STAMP DUTY**

Hong Kong seller's ad valorem stamp duty arising in connection with acceptance of the Offer at a rate of 0.1% of the consideration payable in respect of the relevant acceptances, or (if higher) the market value of the Offer Shares subject to such acceptance, will be deducted from the cash amount payable to the Independent Shareholders who accept the Offer (where the amount of stamp duty is a fraction of a dollar, the stamp duty will be rounded up to the nearest dollar). The Offeror will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of those Independent Shareholders who accepted the Offer. The Offeror will bear and pay buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the laws of Hong Kong).

**10. TAXATION ADVICE**

Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror Concert Group, the Company, BOCOM Securities, BOCOM (Asia), Rainbow Capital, the Registrar or their respective ultimate beneficial owners, directors, officers, advisers, agents 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.

**11. GENERAL**

- (a) All communications, notices, Form(s) 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 be delivered by or sent to or from 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 Concert Group, the Company, BOCOM (Asia), BOCOM Securities, Rainbow Capital, the Registrar or any of their respective ultimate beneficial owners, directors, officers, agents, associates or any other person involved in the Offer 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(s) of Acceptance form part of the terms of the Offer.
- (c) Due execution of the Form(s) of Acceptance will constitute an irrevocable authority to the Offeror and/or BOCOM Securities (or any of their respective ultimate beneficial owners, directors, officers, agents or associates) to complete, amend and execute any document on behalf of the accepting Independent Shareholder 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 Offer Shares in respect of which such person has accepted the Offer.

- (d) The accidental omission to despatch this Composite Document and/or the Form(s) of Acceptance or any of them to any person to whom the Offer are made will not invalidate the Offer in any way.
- (e) The Offer and all acceptances thereof will be governed by and construed in accordance with the laws of Hong Kong.
- (f) By accepting the Offer, the Independent Shareholders will sell their Shares to the Offeror that are (a) fully paid; (b) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights, benefits and entitlements accruing or attaching to them, including, without limitation, the right to receive in full all dividends and distributions (as applicable) which may be 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 this Composite Document.
- (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 as indicated in the Form(s) of Acceptance is the aggregate number of Shares held by such nominee for such beneficial owner who is accepting the Offer.
- (h) The settlement of the consideration to which any Independent Shareholder is entitled under the Offer will be implemented in full in accordance with the terms of the Offer 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 Independent Shareholder.
- (i) Any Independent Shareholders accepting the Offer will be responsible for payment of any transfer or cancellation or other taxes or duties payable in respect of the relevant jurisdiction due by such persons.
- (j) In making their decision, Independent Shareholders must rely on their own examination of 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(s) of Acceptance, shall not be construed as any legal or business advice on the part of the Offeror, the Company, BOCOM (Asia), BOCOM Securities, Rainbow Capital, the Registrar or their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer. Independent Shareholders should consult their own professional advisers for professional advice.
- (k) References to the Offer in this Composite Document and in the Form(s) of Acceptance shall include any extension and/or revision thereof.
- (l) This Composite Document has been prepared for the purposes of compliance with the legislative and regulatory requirements applicable in respect of the Offer in Hong Kong and the operating rules of the Stock Exchange.

## 1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Set out below is a summary of the audited consolidated financial information of the Group for each of the three financial years ended 31 March 2023, 2024 and 2025 as extracted from the Company's annual reports for the year ended 31 March 2023 (the “**2023 Annual Report**”), for the year ended 31 March 2024 (the “**2024 Annual Report**”) and for the year ended 31 March 2025 (the “**2025 Annual Report**”), respectively.

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	For the year ended 31 March		
	2025	2024	2023
	HK\$'000	HK\$'000	HK\$'000
	(audited)	(audited)	(audited)
<b>Revenue</b>	39,553	16,152	18,290
Cost of sales	<u>(38,811)</u>	<u>(15,391)</u>	<u>(16,470)</u>
<b>Gross profit</b>	742	761	1,820
Other income	6	1,412	1,593
Gain on disposal of a subsidiary	—	19,286	—
Distribution costs	(75)	(89)	(48)
Administrative expenses	(10,727)	(13,928)	(18,812)
Impairment loss on financial assets	(2,126)	(1,066)	(427)
Impairment loss recognised on plant and equipment	(60)	—	—
Impairment loss recognised on right-of-use assets	(1,212)	—	—
Impairment loss recognised on intangible assets	(12)	—	—
Finance costs	<u>(103)</u>	<u>(478)</u>	<u>(966)</u>
<b>(Loss)/profit before taxation</b>	(13,567)	5,898	(16,840)
Income tax expenses	<u>—</u>	<u>—</u>	<u>—</u>
<b>(Loss)/profit for the year</b>	<u><u>(13,567)</u></u>	<u><u>5,898</u></u>	<u><u>(16,840)</u></u>
<b>(Loss)/profit for the year attributable to:</b>			
Owners of the Company	(13,410)	6,604	(10,108)
Non-controlling interests	<u>(157)</u>	<u>(706)</u>	<u>(6,732)</u>
	<u><u>(13,567)</u></u>	<u><u>5,898</u></u>	<u><u>(16,840)</u></u>

	For the year ended 31 March		
	2025	2024	2023
	HK\$'000	HK\$'000	HK\$'000
	(audited)	(audited)	(audited)
<b>Other comprehensive (expenses)/income</b>			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Exchange differences arising on translation of financial statements from functional currency to presentation currency	(3)	1,182	216
<b>Other comprehensive (expenses)/income for the year</b>	(3)	1,182	216
<b>Total comprehensive (expenses)/income for the year</b>	<u>(13,570)</u>	<u>7,080</u>	<u>(16,624)</u>
<b>Total comprehensive (expenses)/income for the year attributable to:</b>			
Owners of the Company	(13,555)	7,066	(10,461)
Non-controlling interests	<u>(15)</u>	<u>14</u>	<u>(6,163)</u>
	<u>(13,570)</u>	<u>7,080</u>	<u>(16,624)</u>
<b>(Loss)/earnings per share attributable to the owners of the Company</b>			
Basic and diluted (HK cents)	<u>(0.99)</u>	<u>0.49</u>	<u>(0.75)</u>

Save as disclosed above, there is no other income or expense which is material to the Group for each of the three financial years ended 31 March 2023, 2024 and 2025. There has been no change in the Group's accounting policies which would result in the figures in the consolidated financial statements being not comparable to a material extent.

Save for the Offer, there have been no other significant events of the Group after 31 March 2025. No dividends were declared, made or paid by the Company for each of the financial years ended 31 March 2023, 2024 and 2025.

Save for the following respective paragraphs regarding material uncertainty related to going concern set out in the 2023 Annual Report, the 2024 Annual Report and the 2025 Annual Report, respectively, the auditor's reports issued by the auditor of the Company, Prism Hong Kong Limited (formerly known as Prism Hong Kong and Shanghai Limited) ("**Prism**"),

in respect of the audited consolidated financial statements of the Group for each of the three financial years ended 31 March 2023, 2024 and 2025 did not contain any modified opinion, emphasis of matter or material uncertainty related to going concern.

As set out in the auditor's report issued by Prism, in respect of the audited consolidated financial statements of the Group for the financial year ended 31 March 2025, the Group had net current liabilities and net liabilities of approximately HK\$2,480,000 and HK\$14,952,000 respectively as at that date. These conditions, along with other matters as set forth in Note 3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The Directors, having considered the measures being taken by the Group, were of the opinion that the Group would be able to continue as a going concern. The opinion of auditor was not modified in respect of this matter.

As set out in the auditor's report issued by Prism, in respect of the audited consolidated financial statements of the Group for the financial year ended 31 March 2024, the Group had net liabilities of approximately HK\$1,681,000 as at that date. These conditions, along with other matters as set forth in Note 3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The Directors, having considered the measures being taken by the Group, were of the opinion that the Group would be able to continue as a going concern. The opinion of auditor was not modified in respect of this matter.

As set out in the auditor's report issued by Prism, in respect of the audited consolidated financial statements of the Group for the financial year ended 31 March 2023, the Group experienced a loss of approximately HK\$16,840,000 for the year ended 31 March 2023 and had net liabilities of approximately HK\$13,373,000 as at that date. These conditions, along with other matters as set forth in note 3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The Directors, having considered the measures being taken by the Group, were of the opinion that the Group would be able to continue as a going concern. The opinion of auditor was not modified in respect of this matter.

## **2. CONSOLIDATED FINANCIAL STATEMENTS**

The audited consolidated financial statements of the Group for the financial years ended 31 March 2023, 2024 and 2025 were disclosed in the 2023 Annual Report (pages 98 to 204), the 2024 Annual Report (pages 97 to 192) and the 2025 Annual Report (pages 100 to 196).

The aforementioned financial information of the Group has been published on both the website of the Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.8050hk.com>). Please refer to the hyperlinks as stated below:

2023 Annual Report (for the financial year ended 31 March 2023):

<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0626/2023062600701.pdf>

2024 Annual Report (for the financial year ended 31 March 2024):

<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0711/2024071100582.pdf>

2025 Annual Report (for the financial year ended 31 March 2025):

<https://www1.hkexnews.hk/listedco/listconews/gem/2025/0710/2025071000261.pdf>

The abovementioned audited consolidated financial statements of the Group for the three financial years ended 31 March 2023, 2024 and 2025 are incorporated by reference into this Composite Document and form part of this Composite Document.

### **3. INDEBTEDNESS**

At the close of business on 31 July 2025, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this Composite Document, the indebtedness of the Group was as follows:

#### **Loan from a shareholder**

As at 31 July 2025, the Group had loan from a shareholder of the Company, namely the Vendor (a former Shareholder holding 985,162,771 Shares prior to Completion, representing approximately 72.64% of the then total issued share capital of the Company as at the Completion Date) of approximately HK\$10 million, which is unsecured, interest-free and repayable in March 2027.

#### **Amounts due to a director**

As at 31 July 2025, the Group had amounts due to a director of the Company, namely Ms. Ho Ching, an executive Director, of approximately HK\$5 million, which is unsecured and interest-free and repayable in December 2026.

#### **Lease liabilities**

The Group measures the lease liabilities at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rates. At the close of business on 31 July 2025, the Group had total lease liabilities of approximately HK\$1 million.

Save as aforesaid, the Group did not have any debt securities issued and outstanding, or authorised or otherwise created but unissued, any term loans (secured, unsecured, guaranteed or not), any other borrowings or indebtedness in the nature of borrowing including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments (whether secured or unsecured, guaranteed or not), lease liabilities, any mortgages or charges, or other material contingent liabilities or guarantees at the close of business of 31 July 2025.



**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 2025, 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 the information relating to the Offeror and parties acting in concert with it) 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 in his capacity as 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. SHARE CAPITAL

As at the Latest Practicable Date, the authorised and issued share capital of the Company were as follows:

	<b>Number of ordinary HK\$0.1 each</b>	<b>Shares of HK\$'000</b>
<i>Authorised:</i>	<u>2,000,000,000</u>	<u>200,000</u>
<i>Issued and fully paid</i>	<u>1,356,250,000</u>	<u>135,625</u>

All of the Shares currently in issue are fully paid up or credited as fully paid and rank pari passu in all respects with each other, including all rights as to dividends, voting rights and return of capital. The Shares are listed on GEM and none of the securities of the Company are listed or dealt in on any other stock exchange and no such listing or permission to deal is being or is proposed to be sought.

No Shares have been issued by the Company since 31 March 2025 (being the date on which its latest published audited accounts were prepared) and up to and including the Latest Practicable Date.

As at the Latest Practicable Date, the Company had no outstanding warrants, derivatives, options or other securities which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares and the Company had not entered into any agreement of the issue of any Shares or warrants, derivatives, options or other securities which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares.

### 3. MARKET PRICES

The table below shows the closing prices of the Shares as 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</b> <i>HK\$</i>
28 February 2025	0.221
31 March 2025	0.126
30 April 2025	0.127
30 May 2025	0.100
30 June 2025	0.115
31 July 2025	0.243
18 August 2025 (Last Trading Day)	0.345
29 August 2025	0.395
19 September 2025 (Latest Practicable Date)	0.455

### 4. DISCLOSURE OF INTERESTS

#### (a) Interests of the Directors

As at the Latest Practicable Date, interests of the Directors in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to the Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are deemed or taken to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors; or (d) to be disclosed in this Composite Document under the Takeovers Code were as follows:

#### *Long position in the Shares*

<b>Name of Director</b>	<b>Capacity</b>	<b>Number of Shares held</b>	<b>Approximate percentage of shareholding in the Shares in issue</b> <i>(Note 1)</i>
Mr. WANG	Beneficial owner	382,000	0.03%

*Note:*

- The approximate percentage shown was the number of Shares the relevant Director was interested in expressed as a percentage of the total number of issued Shares as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to the Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are deemed or taken to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors; or (d) to be disclosed in this Composite Document under the Takeovers Code.

**(b) Interest of substantial shareholders**

As at the Latest Practicable Date, so far as was known to the Directors, the following persons (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange 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 pursuant to section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the issued capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

*Long positions in the Shares*

Name of Shareholder	Capacity	Number of Shares	Approximate % of the total issued share capital of the Company (Note 1)
The Offeror	Beneficial owner	985,162,771	72.64%
Pu Jian (“ <b>Mr. Pu</b> ”) (Note 2)	Interest in controlled corporation	985,162,771	72.64%
Chen Zhengfen (“ <b>Ms. Chen</b> ”) (Note 2)	Interest in controlled corporation	985,162,771	72.64%

*Notes:*

- The approximate percentage shown was the number of Shares the relevant company/person was interested in expressed as a percentage of the total number of issued Shares as at the Latest Practicable Date.
- As at the Latest Practicable Date, the Offeror was held as to 51.0% by Mr. Pu, 39.0% by Ms. Chen, and 10% by Ms. Zhang Min (“**Ms. Zhang**”). Ms. Chen is the mother of Mr. Pu and Ms. Zhang is the spouse of Mr. Pu. Accordingly, Mr. Pu and Ms. Chen were deemed to be interested in those 985,162,771 Shares held by the Offeror by virtue of the SFO.

Save as disclosed above, so far as was known to the Directors, as at the Latest Practicable Date, no person (other than a Director and chief executive of the Company) had or was deemed or taken to have an interest or a short position in the Shares or the underlying Shares which would fall to be disclosed to the Company and the Stock Exchange 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 pursuant to section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the issued capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

## **5. INTERESTS IN THE COMPANY AND THE OFFEROR AND OTHER ARRANGEMENTS**

As disclosed in the “Letter from the Board” of this Composite Document, pursuant to the Share Purchase Agreement, as the Vendor is prepared to receive deferred payment of part of the Consideration from the Offeror subsequent to Completion, the Vendor is treated as providing financing or financial assistance to the Offeror in connection with the acquisition of the Sale Shares and is therefore presumed to be acting in concert with the Offeror under Class (9) of the definition of “acting in concert” under the Takeovers Code.

As at the Latest Practicable Date, the Offeror held a total of 985,162,771 Shares, representing approximately 72.64% of the total issued share capital of the Company. Save as disclosed above, none of the members of the Offeror Concert Group held, controlled or had direction over any Shares, convertible securities, warrants or options or derivatives (as defined in Note 4 to Rule 22 of the Takeovers Code) or had, controlled or had direction over any other interests in the issued Shares or voting rights of the Company.

Save for the sale and purchase of the Sale Shares under the Share Purchase Agreement and dealings in Shares for non-discretionary clients of BOCOM Securities on non-proprietary basis, none of the Offeror Concert Group has dealt for value in nor owned any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the six months period prior to the commencement of the Offer Period (i.e. 18 August 2025) and up to and including the Latest Practicable Date.

The Company confirms that, as at the Latest Practicable Date:

- (i) the Company was not interested in any shares, convertible securities, warrants, options or derivatives of the Offeror;
- (ii) save as disclosed in the above section headed “4. DISCLOSURE OF INTERESTS — Interests of the Directors” in this Appendix, none of the Directors were interested in any Shares, convertible securities, warrants, options or derivatives of the Company;
- (iii) none of the Directors were interested in any shares, convertible securities, warrants, options or derivatives of the Offeror;

- (iv) none of the subsidiaries of the Company or pension fund of the Company or of a subsidiary of the Company or a person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of “acting in concert” or 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) owned or controlled any Shares, convertible securities, warrants, options or derivatives of the Company, or had dealt for value in the Shares, convertible securities, warrants, options or derivatives of the Company during the Offer Period and ending on the Latest Practicable Date;
- (v) no person who 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 owned or controlled any Shares, convertible securities, warrants, options or derivatives of the Company, or had dealt for value in the Shares, convertible securities, warrants, options or derivatives of the Company during the Offer Period and ending on the Latest Practicable Date;
- (vi) there was no arrangement of the kind referred to in the third paragraph of Note 8 to Rule 22 of the Takeovers Code which existed between the Company, or 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 an associate of the Company by virtue of classes (2), (3) and (4) of the definition of associate under the Takeovers Code on one hand, and any other person on the other;
- (vii) no Shares, convertible securities, warrants, options or derivatives of the Company were managed on a discretionary basis by any fund managers (other than exempted fund managers) connected with the Company, and no such person had dealt for value in the Shares, convertible securities, warrants, options or derivatives of the Company during the Offer Period and ending on the Latest Practicable Date;
- (viii) Mr. Wang, being an executive Director who was interested in 382,000 Shares, did not have an intention to accept the Offer in respect of his shareholding in the Company. Save as disclosed above, none of the Directors held any beneficial shareholdings in the Company which would otherwise entitle them to accept or reject the Offer;
- (ix) none of the Company nor the Directors had borrowed or lent any Shares, convertible securities, warrants, options or derivatives of the Company; and
- (x) save for the deed of waiver dated 25 August 2025 entered into between the Company and the Vendor in relation to the waiver of the shareholder’s loans in the aggregated outstanding amount of HK\$10,850,000 owing by the Company to it, there was 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 Company, its subsidiaries or associated companies on the other hand.

**6. DEALING IN SECURITIES**

- (i) During the Relevant Period, the Company had not dealt for value in any shares, convertible securities, warrants, options or derivatives of the Offeror.
- (ii) During the Relevant Period, none of the Directors had dealt for value in the Shares, convertible securities, warrants, options or derivatives of the Company.
- (iii) During the Relevant Period, none of the Directors had dealt for value in the shares, convertible securities, warrants, options or derivatives of the Offeror.

**7. ARRANGEMENTS AFFECTING DIRECTORS**

As at the Latest Practicable Date:

- (i) there was no arrangement in place for any benefit (other than statutory compensation) given or to be given to any Director as compensation for loss of office or otherwise in connection with the Offer;
- (ii) there was no agreement or arrangement between any Director and any other person which is conditional on or dependent upon the outcome of the Offer or otherwise connected therewith; and
- (iii) there was no material contract entered into by the Offeror in which any Director has a material personal interest.

**8. DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date:

- (i) the following Directors had entered into service contract/letter of appointment with the Company within six months prior to the commencement of the Offer Period:

<b>Name of Director</b>	<b>Expiry date of service contract</b>	<b>Amount of fixed remuneration (excluding arrangements for pension payments) per annum</b>	<b>Amount of any variable remuneration with details of the formula for calculating such remuneration</b>
Mr. Chen Hua	31 May 2028	HK\$480,000	Nil
Mr. Tse Yee Hin, Tony	16 May 2028	HK\$120,000	Nil

The current letter of appointment entered into by the Company with Mr. Tse Yee Hin, Tony as stated above, is substantially similar to his previous letter of appointment, while the current service contract entered into by the Company with Mr. Chen Hua, who



was newly appointed as an executive Director with effect from 1 June 2025, as stated above, is substantially similar to previous service contract(s) entered into by the Company with other executive Director(s).

- (ii) save as disclosed in sub-paragraph 8(i) above, none of the Directors had any service contracts with any members of the Group or the associated companies of the Company in force which:
  - (a) (including both continuous and fixed term contracts) had been entered into or amended within six months prior to the commencement of the Offer Period;
  - (b) were continuous contracts with a notice period of 12 months or more; or
  - (c) were fixed term contracts with more than 12 months to run irrespective of the notice period.

## 9. LITIGATION

As at the Latest Practicable Date, none of the members of the Group were engaged in any litigation or arbitration of material importance and there was no litigation or arbitration of material importance known to the Directors pending or threatened by or against any members of the Group.

## 10. MATERIAL CONTRACTS

As at the Latest Practicable Date, the following contracts (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or any of its subsidiaries) had been entered into by the Company or any of its subsidiaries within two years preceding the commencement of the Offer Period and ending on the Latest Practicable Date, which are or may be material to Group:

- (i) the deed of waiver dated 25 August 2025 entered into between the Company and Ms. Ho Ching, an executive Director, in relation to the waiver of the director's loans in the aggregated outstanding amount of HK\$4,800,000 as at the date thereof owing by the Company to her; and
- (ii) the deed of waiver dated 25 August 2025 entered into between the Company and the Vendor in relation to the waiver of the shareholder's loans in the aggregated outstanding amount of HK\$10,850,000 as at the date thereof owing by the Company to it.

Save as disclosed above, as at the Latest Practicable Date, no contract (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or any of its subsidiaries) had been entered into by the Company or any of its subsidiaries within two years preceding the commencement of the Offer Period and ending on the Latest Practicable Date, which are or may be material to Group.

**11. EXPERT AND CONSENT**

The following is the qualification of the expert who has given opinion or advice which is contained in this Composite Document:

<b>Name</b>	<b>Qualification</b>
Rainbow Capital (HK) Limited	Licensed by the SFC to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

Rainbow Capital has given and has not withdrawn its written consent to the issue of this Composite Document with the inclusion of its letter and references to its name and logo in the form and context in which it appears.

**12. MISCELLANEOUS**

As at the Latest Practicable Date,

- (a) the registered office of the Company was Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands;
- (b) the principal place of business in Hong Kong of the Company was Unit 1308, 13/F, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong;
- (c) the company secretary of the Company was Mr. Tung Tat Chiu, Michael who is a practicing solicitor in Hong Kong;
- (d) the principal share registrar and transfer office of the Company was Suntera (Cayman) Limited at Suite 3204, Unit 2A, Block 3, Building D, P.O. Box 1586, Gardenia Court, Camana Bay, Grand Cayman, KY1-1100, Cayman Islands;
- (e) the Hong Kong branch share registrar and transfer office of the Company was Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong;
- (f) the registered office of Rainbow Capital, the Independent Financial Adviser, was at Office No. 710, 7/F, Wing On House, 71 Des Voeux Road Central, Central, Hong Kong; and
- (g) in the event of inconsistency, the English texts of this Composite Document and the Form of Acceptance shall prevail over their respective Chinese texts.

**13. DOCUMENTS ON DISPLAY**

Copies of the following documents are available for inspection (i) on the website of the Company (<https://www.8050hk.com>); and (ii) on the website of the SFC (<http://www.sfc.hk>), during the period from the date of this Composite Document up to and including the Closing Date:

- (i) this Composite Document and the accompany Form of Acceptance;
- (ii) the second amended and restated memorandum and articles of association of the Company;
- (iii) the published annual reports of the Company containing audited consolidated financial statements of the Company for the three financial years ended 31 March 2023, 2024 and 2025;
- (iv) the “Letter from the Board”, the text of which is set out on pages 15 to 22 of this Composite Document;
- (v) the “Letter from the Independent Board Committee”, the text of which is set out on pages 23 to 24 to this Composite Document;
- (vi) the “Letter from Rainbow Capital”, the text of which is set out on pages 25 to 44 of this Composite Document;
- (vii) the Directors’ service contracts referred to in sub-paragraph (i) of the section headed “8. DIRECTORS’ SERVICE CONTRACTS” in this Appendix III;
- (viii) the material contracts referred to in the section headed “10. MATERIAL CONTRACTS” in this Appendix III; and
- (ix) the written consent referred to in the section headed “11. EXPERT AND CONSENTS” in this Appendix III.

**1. RESPONSIBILITY STATEMENT**

This Composite Document includes particulars given in compliance with the Takeovers Code for the purpose of providing information to the Shareholders with respect to the Offeror, the Group and the Offer.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this Composite Document (other than those relating to the Directors and the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this Composite Document (other than those expressed by the Directors in their capacity as directors of the Company) 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 statements in this Composite Document misleading.

**2. DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, save for the 985,162,771 Shares held by the Offeror, none of the members of the Offeror Concert Group held any other interests in the Shares, underlying Shares, debentures or other relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) of the Company.

**3. INTERESTS IN THE SECURITIES OF THE COMPANY**

The Offeror confirms that as at the Latest Practicable Date:

- (a) save for the 985,162,771 Shares held by the Offeror, representing approximately 72.64% of the total issued share capital of the Company as at the Latest Practicable Date, none of the members of the Offeror Concert Group owned or had control or direction over any voting rights of the Company or rights over the Shares, options, derivatives, warrants or other securities convertible into Shares;
- (b) none of the members of the Offeror Concert Group had received any irrevocable commitment to accept or reject the Offer;
- (c) save for the Proposed Transaction and the Share Purchase Agreement, the material terms of which have been disclosed in the section headed “The Share Purchase Agreement” of the Joint Announcement, there was no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Company and which might be material to the Offer;
- (d) save for the Proposed Transaction, the Share Purchase Agreement and the Conditions, there was no agreement or arrangement to which any member of the Offeror Concert Group 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;

- (e) apart from the Consideration for the Sale Shares, there was no other consideration, compensation or benefit in whatever form paid or to be paid by any member of the Offeror Concert Group (other than the Vendor) to the Vendor or any parties acting in concert with it in connection with the sale and purchase of the Sale Shares;
- (f) other than the Proposed Transaction and the Share Purchase Agreement, the material terms of which have been disclosed in the section headed “*The Share Purchase Agreement*” of the Joint Announcement, there was no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between any member of the Offeror Concert Group (other than the Vendor) on the one hand and the Vendor and any party acting in concert with it on the other hand;
- (g) other than the Proposed Transaction and the Share Purchase Agreement, the material terms of which have been disclosed in the section headed “The Share Purchase Agreement” of the Joint Announcement, there was no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (1) any Shareholder; and (2)(a) any member of the Offeror Concert Group or (b) the Company, its subsidiaries or associated companies;
- (h) none of the members of the Offeror Concert Group had entered into any arrangement or contract in relation to any outstanding derivative in respect of securities in the Company nor had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (i) there was no agreement, arrangement or understanding that any securities acquired in pursuance of the Offer would be transferred, charged or pledged to any other persons;
- (j) save for the Proposed Transaction and the Share Purchase Agreement, the material terms of which have been disclosed in the section headed “The Share Purchase Agreement” of the Joint Announcement, none of the members of the Offeror Concert Group had dealt for value in any Shares, convertible securities, warrants, options and derivatives in respect of any Shares during the Relevant Period (save for the dealings in Shares for non-discretionary clients of BOCOM Securities on non-proprietary basis);
- (k) save for (1) the Proposed Transaction and the Share Purchase Agreement, the material terms of which have been disclosed in the section headed “The Share Purchase Agreement” of the Joint Announcement; (2) the deed of waiver dated 25 August 2025 entered into between the Company and Ms. Ho Ching, an executive Director, in relation to the waiver of the directors’ loans in the aggregate outstanding amount of HK\$4,800,000 as at the date thereof owing by the Company to her as disclosed under the section headed “10. MATERIAL CONTRACTS” in Appendix III to this Composite Document; and (3) the deed of waiver dated 25 August 2025 entered into between the Company and the Vendor in relation to the waiver of the shareholder’s loans in the aggregate outstanding amount of HK\$10,850,000 as at the date thereof owing by the Company to it as disclosed under the section headed “10. MATERIAL CONTRACTS” in Appendix III to this Composite Document, there is

no agreement, arrangement or understanding (including any compensation arrangement) between any member of the Offeror Concert Group and any of the Directors, recent Directors, Shareholders or recent Shareholders of the Company having any connection with or dependence upon the Offer; and

- (l) save for the Proposed Transaction and the Share Purchase Agreement, the material terms of which have been disclosed in the section headed “The Share Purchase Agreement” of the Joint Announcement, there was no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code between the Offeror or any member of the Offeror Concert Group and any other person.

#### 4. MATERIAL CONTRACTS

Save for the Share Purchase Agreement and other than contracts entered into in the ordinary course of business carried or intended to be carried on by the Offeror Concert Group, there were no material contracts entered into by the Offeror or any of its subsidiaries after the date which was two years before the commencement of the Offer Period up to and including the Latest Practicable Date.

#### 5. QUALIFICATIONS AND CONSENT OF EXPERT

In addition to those listed in paragraph 11 of Appendix III, the following is the qualification of the expert who has given opinions or advice which is contained or referred to in this Composite Document:

<b>Name</b>	<b>Qualification</b>
BOCOM International (Asia) Limited	Licensed by the SFC to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
BOCOM International Securities Limited	Licensed by the SFC to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 5 (advising on futures contracts) regulated activities under the SFO

Each of the above experts has given and has not withdrawn its written consent to the issue of this Composite Document with a copy of its letter and the references to its name included herein in the form and context in which it appears.

**6. MISCELLANEOUS**

- (a) The principal members of the Offeror Concert Group are the Offeror, Mr. Pu Jian, Ms. Chen Zhengfen and Ms. Zhang Min.
- (b) As at the Latest Practicable Date, the Offeror was held as to 51.0% by Mr. Pu Jian, 39.0% by Ms. Chen Zhengfen, and 10% by Ms. Zhang Min. Mr. Pu Jian is the sole director of the Offeror.
- (c) The registered address of the Offeror is situated at Flat A, 9/F, Perfect Commercial Building, 28 Sharp Street West, Wanchai, Hong Kong.
- (d) The address of Mr. Pu Jian is Room 1403 Unit 2 Building 1, Le Tian Sheng Yuan, Jinjiang District, Chengdu, PRC.
- (e) The address of Ms. Chen Zhengfen is Room 1002 Unit 1 Building 5, No.33 Jing Xiang Lu, Jinjiang District, Chengdu, Sichuan, PRC.
- (f) The address of Ms. Zhang Min is Group 7, Huangqinggou Village, Qingshi Town, Xichong County, Sichuan, PRC.
- (g) The main business address of BOCOM (Asia) is 9/F Man Yee Building, 68 Des Voeux Road Central, Hong Kong.
- (h) The main business address of BOCOM Securities is 15/F Man Yee Building, 68 Des Voeux Road Central, Hong Kong.
- (i) The English text of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese texts, in case of any inconsistency.

**7. DOCUMENTS ON DISPLAY**

In addition to the documents set forth in paragraph 13 of Appendix III to this Composite Document, copies of the following documents are available for inspection during the period from the date of this Composite Document up to and including the Closing Date on (a) the website of the SFC (<http://www.sfc.hk>); and (b) the website of the Company (<https://www.8050hk.com>):

- (a) the articles of association of the Offeror;
- (b) the letter from BOCOM Securities, the text of which is set out on pages 6 to 14 of this Composite Document;
- (c) the letter(s) of consent referred to under the paragraph headed “5. QUALIFICATIONS AND CONSENT OF EXPERT” in this Appendix IV; and
- (d) the Share Purchase Agreement.