

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.

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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;

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- (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.

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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

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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.

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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.

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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.

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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.

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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

A handwritten signature in black ink, appearing to read 'Gary P', written over a horizontal line.

Poon Chun Hung (Gary)

Responsible Officer