

20 January 2026

*To the Independent Shareholders*

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY  
RAINBOW CAPITAL (HK) LIMITED  
FOR AND ON BEHALF OF MSINT LTD  
TO ACQUIRE ALL THE ISSUED SHARES OF  
CENTENARY UNITED HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED  
BY MSINT LTD AND PARTIES ACTING IN CONCERT WITH IT)**

**INTRODUCTION**

Reference is made to the Joint Announcement jointly published by the Offeror and the Company dated 16 December 2025 in relation to, among other things, the Acquisition and the Offer.

As disclosed in the Joint Announcement, on 11 December 2025 (after trading hours of the Stock Exchange), the Offeror (as the purchaser) and the Vendors (as the vendors) entered into the Sale and Purchase Agreement, pursuant to which the Vendors agreed to sell and the Offeror agreed to acquire, the Sale Shares (i.e. a total number of 376,916,000 Shares, being approximately 71.12% of the entire issued share capital of the Company as at the Latest Practicable Date), for a total cash consideration of HK\$152,650,980 (being HK\$0.405 per Sale Share). Pursuant to the Sale and Purchase Agreement, (i) Vendor A agreed to sell 373,916,000 Sale Shares (representing approximately 70.55% of the entire issued share capital of the Company as at the Latest Practicable Date); and (ii) Vendor B agreed to sell 3,000,000 Sale Shares (representing approximately 0.57% of the entire issued share capital of the Company as at the Latest Practicable Date). The Consideration in the amount of HK\$151,435,980 and HK\$1,215,000 are payable by the Offeror to Vendor A and Vendor B respectively under the Sale and Purchase Agreement at Completion. The Consideration was fully settled by the Offeror by cash from its internal resources immediately upon the signing of the Sale and Purchase Agreement.

Completion took place immediately upon the signing of the Sale and Purchase Agreement on 11 December 2025.

Immediately prior to the Completion, the Offeror, Mr. Mo and parties acting in concert with any of them are interested in 502,000 Shares, representing approximately 0.09% of the total issued share capital of the Company as at the Latest Practicable Date. Other than the aforementioned 502,000 Shares, the Offeror, Mr. Mo and parties acting in concert with any of them did not own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately upon Completion and as at the Latest Practicable Date, the Offeror, Mr. Mo and parties acting in concert with any of them are interested in a total number of 377,418,000 Shares, representing approximately 71.21% of the entire issued share capital of the Company as at the Latest Practicable Date, under which the Offeror is directly interested in 376,916,000 Shares and Mr. Mo is directly interested in 502,000 Shares.

Pursuant to Rule 26.1 of the Takeovers Code, upon Completion, the Offeror is required to make the mandatory unconditional cash offer to acquire all of the Shares in the issued share capital of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Rainbow Capital is, on behalf of the Offeror, making the Offer in compliance with the Takeovers Code on the terms set out in this Composite Document.

This letter sets out, among other things, the principal terms of the Offer, together with the information on the Offeror and the Offeror's intentions regarding the Group. Further details of the Offer and the procedures for acceptance and settlement of the Offer are also set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

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" to the Independent Shareholders, the "Letter from the Independent Financial Adviser" to the Independent Board Committee and the Independent Shareholders and the appendices 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.

## THE OFFER

### Principal terms of the Offer

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

**For each Offer Share . . . . . HK\$0.94 in cash**

The Offer Price of HK\$0.94 per Offer Share represents the highest price per Share paid by the Offeror, Mr. Mo and parties acting in concert with any of them for the acquisition of the Shares (i.e. on 30 October 2025) within six months prior to the commencement of the Offer Period.

Save for the acquisition of the Sale Shares contemplated under the Sale and Purchase Agreement and the acquisitions and disposals of the Shares by Mr. Mo (details of which are set out under the paragraph headed “3. DEALING AND INTERESTS IN THE COMPANY’S SECURITIES AND OTHER ARRANGEMENTS” in Appendix IV of this Composite Document), neither the Offeror, its sole director (i.e. Mr. Mo), nor any parties acting in concert with any of them had dealt for value in nor owned any Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company during the Relevant Period.

The Offer is unconditional in all respects and is not conditional upon acceptances being received in respect of a minimum number of Offer Shares or any other conditions.

The Offer is extended to all Independent Shareholders, being Shareholders other than the Offeror, Mr. Mo and parties acting in concert with any of them in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrance and together with all rights and benefits attached and accrued thereto, including 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 date of despatch of this Composite Document.

As at the Latest Practicable Date, there are 530,002,000 Shares in issue. The Company does not have any other outstanding Shares, options, derivatives, warrants or derivatives which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code), and has not entered into any agreement for the issue of such Shares, options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other relevant securities in the Company.

The Company confirms that as at the Latest Practicable Date, (i) it has not declared any dividend which is not yet paid; and (ii) it does not have any intention to make, declare or pay any future dividend or make other distributions prior to and including the date of closing of the Offer.

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

**The Offer Price will not be increased and the Offeror does not reserve the right to do so. Shareholders and potential investors of the Company should be aware that, following the making of such statement, the Offeror will not be allowed to increase the Offer Price save in wholly exceptional circumstances, as provided in Rule 18.3 of the Takeovers Code.**

### **Comparison of value**

The Offer Price of HK\$0.94 per Offer Share represents:

- (i) a discount of approximately 67.47% to the last trading price of HK\$2.89 per Share as quoted on the Stock Exchange on 16 January 2026, being the Latest Practicable Date;
- (ii) a discount of approximately 66.78% to the closing price of HK\$2.83 per Share as quoted on the Stock Exchange on 11 December 2025, being the Last Trading Day;
- (iii) a discount of approximately 67.81% to the average closing price of approximately HK\$2.92 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 68.61% to the average closing price of approximately HK\$3.00 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 59.12% to the average closing price of approximately HK\$2.30 per Share as quoted on the Stock Exchange for the last thirty (30) consecutive trading days up to and including the Last Trading Day;
- (vi) a premium of approximately 361.0% over the audited consolidated net asset value attributable to the Shareholders of approximately HK\$0.2039 per Share as at 31 December 2024, calculated based on (i) the audited consolidated net assets attributable to the Shareholders of approximately RMB100,070,000 (equivalent to approximately HK\$108,062,000) as at 31 December 2024; (ii) 530,002,000 Shares in issue as at the

Latest Practicable Date; and (iii) the RMB to HK\$ exchange rate of RMB0.92604 to HK\$1 (being the exchange rate as quoted by the People's Bank of China as at 31 December 2024); and

- (vii) a premium of approximately 439.9% over the unaudited consolidated net asset value attributable to the Shareholders of approximately HK\$0.1741 per Share as at 30 June 2025, calculated based on (i) the unaudited consolidated net assets attributable to the Shareholders of approximately RMB84,163,000 (equivalent to approximately HK\$92,289,000) as at 30 June 2025; (ii) 530,002,000 Shares in issue as at the Latest Practicable Date; and (iii) the RMB to HK\$ exchange rate of RMB0.91195 to HK\$1 (being the exchange rate as quoted by the People's Bank of China as at 30 June 2025).

### **Highest and Lowest Share Prices**

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$3.71 per Share on 6 January 2026 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.182 per Share on 29 September 2025.

### **Total Value of the Offer**

As at the Latest Practicable Date, there are 530,002,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.94 per Offer Share, the issued share capital of the Company is valued at HK\$498,201,880.

Immediately following Completion, the Offeror, Mr. Mo and parties acting in concert with any of them are interested in an aggregate of 377,418,000 Shares (of which the Offeror is directly interested in 376,916,000 Shares and Mr. Mo is directly interested in 502,000 Shares), on the assumption that there is no change to the issued share capital of the Company between the Latest Practicable Date and up to the close of the Offer:

- (i) a total of 152,584,000 Shares are subject to the Offer; and
- (ii) based on a total of 152,584,000 Offer Shares and the Offer Price of HK\$0.94 per Offer Share, the maximum amount of cash payable by the Offeror in respect of the consideration payable upon full acceptance of the Offer is HK\$143,428,960.00.

## **Irrevocable Undertaking**

Immediately following Completion and as at the Latest Practicable Date, Mr. Law holds 3,000,000 Shares, representing approximately 0.57% of the entire issued share capital of the Company.

Mr. Law has given the Irrevocable Undertaking in favour of the Offeror, pursuant to which he had undertaken that he (i) shall not accept the Offer in respect of the Undertaking Shares (i.e. 3,000,000 Shares held by Mr. Law); (ii) shall not sell, transfer or otherwise dispose of, or charge, pledge or otherwise encumber, or grant any option or other right over the Undertaking Shares; and (iii) shall not otherwise make the Undertaking Shares available for acceptance under the Offer.

The Irrevocable Undertaking not to accept the Offer will cease to be binding upon the Offer being closed or withdrawn in compliance with the Takeovers Code.

## **Confirmation of financial resources available for the Offeror**

Immediately following Completion, the Offeror, Mr. Mo and parties acting in concert with any of them are interested in an aggregate of 377,418,000 Shares (of which the Offeror is directly interested in 376,916,000 Shares and Mr. Mo is directly interested in 502,000 Shares), and accordingly 152,584,000 Shares are subject to the Offer, the maximum amount of cash payable by the Offeror in respect of the consideration payable upon full acceptance of the Offer is HK\$143,428,960.00 (based on the Offer Price of HK\$0.94 per Offer Share).

For the purpose of the Offer and in view of the Irrevocable Undertaking, based on the Offer Price of HK\$0.94 per Offer Share and 149,584,000 Offer Shares (being 152,584,000 Offer Shares under the Offer less those 3,000,000 Undertaking Shares which are subject to the Irrevocable Undertaking), the total maximum consideration of the Offer will be HK\$140,608,960.00 (on the assumption that there is no change to the issued share capital of the Company between the Latest Practicable Date and up to the close of the Offer).

The Offeror intends to fund the consideration payable under the Offer in full by its own financial resources.

Rainbow Capital, being the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the consideration for full acceptance of the Offer.

### **Effect of accepting the Offer**

The Offer is unconditional in all respects and is not conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

By accepting the Offer, the Independent Shareholders will be deemed to warrant that all Offer Shares to be sold by such person under the Offer are fully paid and free from all encumbrances and together with all rights and benefits attaching thereto as at the date of the Composite Document or subsequently becoming attached to them, including but not limited to the right to receive in full all dividends, distributions and any return of capital, if any, which may be made or declared or agreed to be made or declared, and the record date of which falls on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

Acceptances of the Offer shall be irrevocable and shall not be capable of being withdrawn, except as permitted under the Takeovers Code, details of which are set out in the paragraph headed “6. RIGHT OF WITHDRAWAL” in Appendix I to this Composite Document.

### **Payment**

Payment in cash in respect of acceptance of the Offer will be made as soon as possible but, in any event, no later than seven (7) Business Days after the date on which the duly completed acceptance of the Offer is received in accordance with Rule 20.1 of the Takeovers Code. Relevant document(s) evidencing title in respect of such acceptance must be received by or on behalf of the Offeror (or its agent) to render each such acceptance of the Offer complete and valid in accordance with Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a cent (HK\$) will be payable and the amount of the consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent (HK\$).

### **Hong Kong stamp duty**

In Hong Kong, seller's ad valorem stamp duty payable by the Shareholders who accept the Offer is calculated at rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable by the Offeror to the relevant Independent Shareholders accepting the Offer. The Offeror will arrange for payment of the sellers' Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the Offer and pay the 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).

## **Taxation advice**

The 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, parties acting in concert with the Offeror, the Vendors, the Company, Rainbow Capital, the Independent Financial Adviser and (as the case may be) their respective ultimate beneficial owners, directors, officers, 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.

## **Overseas Independent Shareholders**

The Offeror intends to make the Offer available to all Independent Shareholders including the Overseas Independent Shareholders. However, as the Offer to persons not being resident in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident, the Overseas Independent 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 advice. It is the sole responsibility of the Overseas Independent Shareholders who 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, the compliance with other necessary formalities and the payment of any transfer or other taxes due from the accepting Overseas Independent Shareholders in respect of such jurisdictions).

Any acceptance by Overseas Independent Shareholders will be deemed to constitute a representation and warranty from such Overseas Independent Shareholders to the Offeror that the local laws and requirements have been complied with and such acceptance shall be valid and binding in accordance with all applicable laws and regulations. Such Overseas Independent Shareholders should consult their respective professional advisers if in doubt.

Based on the register of members of the Company, there was no Overseas Independent Shareholder as at the Latest Practicable Date.

## **INFORMATION OF THE GROUP**

The Company was incorporated in the Cayman Islands with limited liability and the Shares are listed on the Stock Exchange (stock code: 1959) since 18 October 2019. The Company is an investment holding company and its subsidiaries are principally engaged in the sale and service of motor vehicles and provision of service in the PRC.



Further information on the Group is set out in the “Letter from the Board” as contained in this Composite Document. Financial Information on the Group is set out in Appendix II to this Composite Document. Your attention is also drawn to the further information in relation to the Group as set out in Appendix III to this Composite Document.

## INFORMATION ON THE OFFEROR

The Offeror is an investment holding company incorporated in the BVI with limited liability. As at the Latest Practicable Date, the Offeror is owned as to 99% by Mr. Mo and 1% by Mr. Ng Yiu Ming, both of which are professional investors. Mr. Mo is the sole director of the Offeror.

Mr. Mo, aged 38, has extensive experience in corporate management. Mr. Mo (i) has been an executive director of MOG Digitech Holdings Limited (“**MOG Digitech**”), a company listed on the main board of the Stock Exchange (stock code: 1942) since 14 February 2025; and (ii) has been serving as the chairman of Lefeng (Hainan) Private Equity Fund Management Co., Ltd. (樂風(海南)私募基金管理有限公司) since February 2024.

Prior to joining MOG Digitech, Mr. Mo held several key positions in corporations of the finance industry, including (i) general manager of the securities sales department of Jiangmen Taishan Huanbei Avenue at Everbright Securities Company Limited\* (光大證券股份有限公司江門臺山環北大道證券營業部) from June 2016 to December 2018; (ii) general manager of the securities sales and innovation business department of Jiangmen Xinhui Gangzhou Avenue at Everbright Securities Company Limited\* (光大證券股份有限公司江門新會岡州大道中證券營業部創新業務部) from December 2018 to May 2020; and (iii) president of Shenzhen Tengyue Investment Management Co., Ltd.\* (深圳市騰岳投資管理有限公司) from May 2020 to February 2024. Mr. Mo has also served as a visiting professor at the MBA Center of Shanghai International Studies University International Business School\* (上海外國語大學國際工商管理學院MBA中心).

Mr. Ng Yiu Ming, aged 40, is an investor. Mr. Ng Yiu Ming has over 20 years of working experience in the construction industry and he is currently the director of construction company called Fan Yip Limited (泛葉工程有限公司).

The Offeror and its ultimate beneficial owners (i.e. Mr. Mo and Mr. Ng Yiu Ming), were Independent Third Parties prior to Completion.

Immediately prior to the Completion, the Offeror, Mr. Mo and parties acting in concert with any of them are interested in 502,000 Shares, representing approximately 0.09% of the total issued share capital of the Company as at the Latest Practicable Date. Immediately following the Completion, save and except for the 377,418,000 Shares (of which the Offeror is directly interested in 376,916,000 Shares through the acquisition contemplated under the Sale and Purchase

Agreement; and Mr. Mo is directly interested in 502,000 Shares), none of the Offeror, the ultimate beneficial owners and director of the Offeror and the parties acting in concert with any of them holds any other Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

As at the Latest Practicable Date, other than Mr. Mo's role as an executive director with MOG Digitech described above, none of the Offeror, Mr. Mo and parties acting in concert with any of them is a substantial shareholder of any listed company in Hong Kong nor a director of any listed company in Hong Kong.

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

Upon Completion, the Offeror and parties acting in concert with it (i.e. Mr. Mo) became the controlling Shareholders of the Company and are interested in approximately 71.21% of the issued share capital of the Company.

Following the close of the Offer, it is the intention of the Offeror that the Group's existing principal activities will be maintained in the long run and does not intend to introduce any changes to the existing operations and business of the Group following the close of the Offer and will neither redeploy nor dispose of any of the assets (including fixed assets) of the Group other than in the ordinary and usual course of business. However, the Offeror reserves the right and cannot rule out making any changes that it deems necessary or appropriate to the Group's businesses and operations to enhance the value of the Group.

Moreover, in order to enhance and strengthen the business of the Group, the Offeror intends to conduct a detailed review over the Group by appraising and assessing the existing principal businesses, operations, financial position and investments of the Group for the purpose of formulating long-term business plans and strategies for the future business development of the Group. Subject to the results of such review and should suitable investment or business opportunities arise, the Offeror may explore such arisen opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Company.

Any acquisition or disposal of the assets or business of the Group, if any, will be conducted in compliance with the Listing Rules.

As at the Latest Practicable Date, (i) the Offeror did not have any intention, understanding, negotiation, arrangement, and agreements (whether formal or informal, express or implied, verbal or in writing) to downsize or dispose of any existing business or assets of the Group; and (ii) no

investment or business opportunity had been identified nor had the Offeror entered into any agreement, arrangement, understanding or negotiation (whether formal or informal, express or implied, verbal or in writing) in relation to the disposal of any assets or business of the Group.

Furthermore, the Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than that permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate. The Offeror is in the course of identifying additional candidates for the Board. Save for the above, as at the Latest Practicable Date, the Offeror has not reached any final decision as to (i) who will be nominated as new Director(s) of the Company; and (ii) the final composition of the Board. Any changes to the Board will be made in compliance with the Takeovers Code, the Listing Rules and the articles of association of the Company, and a separate announcement will be made in this regard in accordance with the Listing Rules as and when appropriate.

As at the Latest Practicable Date, no Director has expressed and/or indicated intention to resign.

Save for the Offeror's intention regarding the Group set out above, the Offeror has no intention to make material changes to the employment of the employees of the Group.

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

The Offeror intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the close of the Offer.

The Stock Exchange has stated that if, at the close of the Offer, the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) an orderly market does not exist or may not exist,

the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares; and if, at the close of the Offer, the Company has a Significant Public Float Shortfall, then:

- (i) the Stock Exchange will add a designated marker to the stock name of the Shares; and

- (ii) the Stock Exchange will cancel the listing of the Company's Shares if the Company fails to re-comply with Rule 13.32B of the Listing Rules for a continuous period of 18 months from the commencement of the Significant Public Float Shortfall.

The Offeror intends the Company to remain listed on the Stock Exchange. The directors of the Offeror and the new Director(s) to be appointed to the Board of the Company will jointly and severally undertake to the Stock Exchange that if, at the close of the offer, the Company fails to comply with the requirement of Rule 13.32B of the Listing Rules, they will take appropriate steps to ensure the Company's compliance with Rule 13.32B of the Listing Rules at the earliest possible moment.

The steps that the Offeror may take include but not limited to placing down or selling sufficient number of accepted Shares which it will acquire from the Offer to selected independent third parties or in the market. No arrangements have been confirmed or put in place as at the Latest Practicable Date.

## **ACCEPTANCE AND SETTLEMENT OF THE OFFER**

Your attention is drawn to the details regarding the procedures for acceptance and settlement of the Offer as set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

## **COMPULSORY ACQUISITION**

The Offeror does not intend to exercise any right which may be available to it to compulsorily acquire any outstanding Offer Shares not acquired under the Offer.

## **GENERAL**

This Composite Document has been prepared for the purposes of complying with the laws of Hong Kong, the Takeovers Code and the 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.

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

Attention of the Overseas Independent Shareholders is drawn to the paragraph headed “7. OVERSEAS INDEPENDENT SHAREHOLDERS” in Appendix I to this Composite Document. All communications, notices, Form 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 settle the consideration payable under the Offer to be delivered by or sent to or from the Independent Shareholders will be delivered by or sent to or from them, or their designated agents, by ordinary post at their own risk. None of the Offeror and the parties acting in concert with it, the Company, Rainbow Capital, the Independent Financial Adviser, the Registrar or (as the case may be) their respective ultimate beneficial owners, directors, officers, agents and associates nor any other person involved in the Offer will be responsible for any loss or delay in postage or any other liabilities that may arise as a result thereof or in connection therewith. Further details have been set out in Appendix I to this Composite Document and in the accompanying Form of Acceptance.

#### **ADDITIONAL INFORMATION**

Your attention is drawn to the additional information set out in the appendices to this Composite Document and the accompanying Form of Acceptance, which form part of this Composite Document. You are reminded to carefully read the “Letter from the Board”, the “Letter from the Independent Board Committee”, the “Letter from the Independent Financial Adviser” and other information about the Group, which are set out in this Composite Document and the accompanying Form of Acceptance before deciding whether or not to accept the Offer.

In considering what action to take in connection with the Offer, you should consider your own tax or financial position and if you are in any doubt, you should consult your professional advisers.

Yours faithfully

For and on behalf of

**Rainbow Capital (HK) Limited**

A handwritten signature in dark ink, appearing to read "Larry Choi". The signature is fluid and cursive, with the first name "Larry" and the last name "Choi" clearly distinguishable.

**Larry Choi**

*Managing Director*